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 Douglas M. Foley (VSB No. 34364)  
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 One James Center  
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- and -

Chris L. Dickerson, Esq.  
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 FLOM, LLP  
 333 West Wacker Drive  
 Chicago, Illinois 60606  
 (312) 407-0700

Proposed Counsel to the Debtors  
 and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - - x  
 :  
 In re: : Chapter 11  
 :  
 CIRCUIT CITY STORES, INC., : Case No. 08-35653(KRH)  
 et al., :  
 :  
 Debtors. : Jointly Administered  
 - - - - - x

**APPLICATION TO EMPLOY AND RETAIN  
 MCGUIREWOODS LLP AS COUNSEL FOR THE  
DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND 329**

The debtors and debtors-in-possession in the above-  
 captioned cases (collectively, the "Debtors") <sup>1</sup> hereby apply

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC

for entry of an order under sections 327(a) and 329 of title 11 of the United States Code (the "Bankruptcy Code") authorizing the employment and retention of McGuireWoods LLP ("McGuireWoods" or the "Firm") as counsel for the Debtors as of the Petition Date (as hereinafter defined) (the "Application"). In support of this Application, the Debtors rely on the Declaration of Dion W. Hayes (the "Hayes Declaration") a copy of which is attached hereto as Exhibit B, and the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support in Support of Chapter 11 Petitions and First Day Orders filed on the Petition Date (Docket No. 79) (the "Besanko Declaration"). In further support of this Application, the Debtors respectfully represent as follows:

**JURISDICTION**

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334. Venue of these cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates

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(3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

for the relief requested herein are sections 327(a) and 329 of the Bankruptcy Code and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

#### **BACKGROUND**

2. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the Besanko Declaration, which is fully incorporated herein by reference.<sup>2</sup>

3. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. No trustee or examiner has been appointed in these chapter 11 cases, and no committees have yet been appointed or designated.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Besanko Declaration.

**RELIEF REQUESTED**

5. By this Application, the Debtors seek to employ and retain McGuireWoods as their bankruptcy and restructuring co-counsel with regard to the filing of their chapter 11 petitions and prosecution of their chapter 11 cases. Accordingly, the Debtors respectfully request the entry of an order pursuant to sections 327(a) and 329 of the Bankruptcy Code authorizing each of them to employ and retain McGuireWoods as their attorneys under a general retainer to perform the legal services that will be necessary during their chapter 11 cases as more fully described below.

**BASIS FOR RELIEF**

6. Since the late 1970s, the Debtors have employed McGuireWoods with respect to many legal matters. During the approximately thirty years McGuireWoods has represented the Debtors and provided legal services to the Debtors, McGuireWoods has acquired substantial knowledge and familiarity with the Debtors' businesses and financial affairs. McGuireWoods has represented the Debtors in nearly all areas including, without limitation, corporate services, securities regulation, real estate, litigation, employee benefits and executive compensation, tax,

antitrust, creditors' rights, intellectual property and financial services.

7. During the fall of 2008, the Debtors engaged McGuireWoods as restructuring co-counsel and sought McGuireWoods' services with respect to, among other things, the Debtors' financial restructuring efforts and preparation for the potential commencement and prosecution of the Debtors' chapter 11 cases (the "Engagement").

8. The Debtors believe that continued representation by McGuireWoods is critical to the Debtors' efforts to restructure their businesses because McGuireWoods has become intimately familiar with the Debtors' businesses, legal and financial affairs and practices regularly before the Bankruptcy Courts in the Eastern District of Virginia, especially as debtor's counsel or debtor's co-counsel in large chapter 11 bankruptcy cases such as In re Best Products Co., Inc. (Case No. 96-35267 (DOT)), In re Heilig Meyers Co. (Case No. 00-34533 (DOT)), In re AMF Bowling Worldwide, Inc. (Case No. 01-61119 (DHA)), In re Motient Corp. (Case No. 02-80125 (RGM)), In re US Airways Group, Inc. (Case No. 02-839484 (SSM)), and In re US Airways, Inc. (Case No. 04-13819 (SSM)). Additionally, the Debtors have selected the firm of McGuireWoods as attorneys because

of the Firm's experience and knowledge in the field of debtors' and creditors' rights generally. Accordingly, McGuireWoods is extremely well-suited to help guide the Debtors through the chapter 11 process before this Court.

9. Each of the Debtors desires to employ the firm of McGuireWoods under a general retainer because of the extensive legal services that will be required in connection with their respective chapter 11 cases and the Firm's familiarity with the businesses of the Debtors and their affiliates.

10. The Debtors also are retaining the firm of Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden") as bankruptcy and restructuring co-counsel in these chapter 11 proceedings. McGuireWoods and Skadden have assured the Debtors that they will use their best efforts to avoid the duplication of services in these chapter 11 proceedings.

**SERVICES TO BE RENDERED**

11. The services of attorneys are necessary to enable the Debtors to faithfully execute their duties as debtors-in-possession. Subject to further order of this Court, McGuireWoods will be requested to render, among others, the following services to the Debtors:

(a) advising the Debtors with respect to their powers and duties as debtors and debtors-in-possession in the continued management and operation of their business and properties;

(b) advising and consulting on the conduct of the Debtors' bankruptcy cases, including all of the legal and administrative requirements of operating in chapter 11;

(c) attending meetings and negotiating with representatives of creditors, Debtors' employees and other parties in interest;

(d) advising the Debtors in connection with any contemplated sales of assets or business combinations, including the negotiation of asset, stock purchase, merger or joint venture agreements, formulating and implementing bidding procedures, evaluating competing offers, drafting appropriate corporate documents with respect to the proposed sales, and counseling the Debtors in connection with the closing of such sales;

(e) advising the Debtors in connection with postpetition financing and cash collateral arrangements and negotiating and drafting documents relating thereto, providing advice and counsel with respect to prepetition financing arrangements, and providing advice to the Debtors in connection with the emergence financing and capital structure, and negotiating and drafting documents relating thereto;

(f) advising the Debtors on matters relating to the evaluation of the assumption, rejection or assignment of unexpired leases and executory contracts;

(g) providing advice to the Debtors with respect to legal issues arising in or relating to the Debtors' ordinary course of business including attendance at senior management meetings, meetings with the Debtors' financial and turnaround advisors and meetings of the board of directors, and advice on employee, workers' compensation, employee benefits, executive compensation, tax, environmental, banking, insurance, securities, corporate, business operation, contracts,

joint ventures, real property and press/public affairs and regulatory matters;

(h) taking necessary action to protect and preserve the Debtors' estates, including the prosecution of actions and proceedings on their behalf, the defense of any actions and proceedings commenced against those estates, negotiations concerning all litigation in which the Debtors may be involved and objections to claims filed against the Debtors' estates;

(i) preparing on behalf of the Debtors motions, applications, answers, orders, reports and papers necessary to the administration of the Debtors' estates;

(j) negotiating and preparing on the Debtors' behalf plan(s) of reorganization, disclosure statement(s) and all related agreements and/or documents and taking any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);

(k) attending meetings with third parties and participating in negotiations with respect to the above matters;

(l) appearing before this Court, other courts, and the Office of the U.S. Trustee;

(m) meeting and coordinating with other counsel and other professionals retained on behalf of the Debtors and approved by this Court; and

(n) performing all other necessary legal services and providing all other necessary legal advice to the Debtors in connection with these chapter 11 cases.

12. McGuireWoods has agreed to act on behalf of the Debtors and will avoid duplication of services being provided by Skadden and other professionals.



**DISINTERESTEDNESS OF PROFESSIONALS**

13. Except as set forth in the Hayes Declaration, to the best of the Debtors' knowledge, McGuireWoods: (a) does not have any connection with any of the Debtors, their affiliates, their creditors, the U.S. Trustee, any person employed in the Office of the U.S. Trustee, or any other party interest, or their respective attorneys and accountants, (b) is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the estates.

14. More specifically, as set forth in the Hayes Declaration:

(a) Neither McGuireWoods nor any attorney at the Firm holds or represents an interest adverse to the estates.

(b) Neither McGuireWoods nor any attorney at the Firm is or was a creditor, an equity security holder, or an insider of the Debtors, except that McGuireWoods previously rendered legal services to the Debtors for which the Firm was compensated and certain McGuireWoods attorneys or employees may own common stock of the Debtors, either directly or indirectly. Also, attorneys or employees of the Firm may hold the Debtors' common stock in managed accounts over which they have no control over investment decisions pertaining to holdings in such accounts. In addition, certain McGuireWoods attorneys may be participants in the Customer Satisfaction Programs and/or Circuit City Rewards Program, have Customer Claims, and/or participate in other customer practices and programs of

the Debtors (as further described in the Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363, 506, 507(a)(7), 553, 1107(a) and 1108 and Bankruptcy Rule 6003 Authorizing Continuation of Certain Customer Practices) (Docket No. 09). In addition, certain McGuireWoods attorneys or employees may have relatives employed by the Debtors or formerly employed by the Debtors.

(c) Neither McGuireWoods nor any attorney at the Firm is or was, within two years before the Petition Date, a director, officer or employee of the Debtors.

(d) McGuireWoods does not have an interest materially adverse to the interests of the estates or of any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, or for any other reason.

#### **PROFESSIONAL COMPENSATION**

15. In connection with the Engagement, McGuireWoods currently holds a retainer in the approximate amount of \$370,000 (the "Retainer") for professional services rendered and costs and expenses incurred by McGuireWoods on behalf of the Debtors. Pursuant to Engagement, the Retainer shall serve as security for the payment of all unpaid prepetition and postpetition fees and expenses owed to McGuireWoods by the Debtors. The Debtors and McGuireWoods contemplate that the Retainer will be held by McGuireWoods and applied first towards any outstanding prepetition fees and expenses owed to McGuireWoods by the Debtors and then towards McGuireWoods' final billing in

connection with the Engagement and against any outstanding fees and expenses billed prior thereto.

16. According to McGuireWoods' books and records, for the period of January 1, 2008 through November 9, 2008, McGuireWoods received prepetition payments from the Debtors totaling \$1,654,105.27. McGuireWoods' books and records further reflect that for the period of August 11, 2008 through November 9, 2008, McGuireWoods received prepetition payments from the Debtors totaling \$843,375.74, approximately \$370,000 of which is being held as a retainer for the Engagement.

17. McGuireWoods will provide the Debtors with monthly statements for services rendered and costs and expenses incurred. During the course of the reorganization cases, the issuance of monthly statements shall constitute a request for an interim payment in accordance with the relief being requested in the Debtors' Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals. For professional services, McGuireWoods' fees are based on its standard hourly rates which are periodically adjusted. McGuireWoods' current hourly rates range for the Engagement

from \$475 to \$715 for partners, \$375 to \$450 for counsels, \$295 to \$450 for associates and \$150 to \$255 for legal assistants and support staff. The hourly rates set forth above are subject to periodic increases in the normal course of the Firm's business, often due to the increased experience of a particular professional.

18. McGuireWoods intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of costs and expenses incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and other applicable orders of this Court. McGuireWoods will seek compensation for the services of each attorney and paraprofessional acting on behalf of the Debtors in these cases at the then-current standard rate charged for such services on a non-bankruptcy matter.

19. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. Consistent with the Firm's policy with respect to its other clients, McGuireWoods will charge the Debtors for services provided and for costs and expenses incurred in the performance of the Firm's services. It is McGuireWoods' policy in all

areas of practice to charge the client for most expenses incurred in connection with the client's case. The expenses routinely charged to the Firm's clients include, but are not limited to photocopies, travel expenses (including mileage, parking, airfare, lodging, meals and ground transportation), long distance telephone calls, delivery and courier services, express mail, air courier services, computerized legal research tools such as LEXIS, WESTLAW and PACER, court costs and filing fees, court reporters, hearing transcripts, expert witness fees, certain secretarial and other overtime expenses, certain transportation expenses, and certain expenses for business meals. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

20. McGuireWoods has agreed to accept as compensation such sums as may be allowed by the Court on the basis of the professional time spent, the rates charged for such services, the necessity of such services to the administration of the estates, the reasonableness of the time within which the services were performed in relation to the results achieved, and the complexity, importance,

and nature of the problems, issues or tasks addressed in these cases.

21. Other than as set forth above and in the Hayes Declaration, no arrangement is proposed between the Debtors and McGuireWoods for compensation to be paid in these cases and no agreement or understanding exists between McGuireWoods and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

**WAIVER OF WRITTEN MEMORANDUM OF LAW**

22. Pursuant to the Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Application, the Debtors request that the requirement that all motions be accompanied by a written memorandum of law be waived.

**NO PRIOR REQUEST**

23. No previous request for the relief sought herein has been made to this Court in these bankruptcy cases.

**WHEREFORE**, the Debtors respectfully request that this Court enter an order substantially in the form attached hereto as Exhibit A, (i) authorizing the Debtors' retention of McGuireWoods upon the terms outlined in this Application;

and (ii) granting such other and further relief as is just and proper.

Dated: November 18, 2008  
Richmond, Virginia

Respectfully submitted,  
CIRCUIT CITY STORES, INC.

/s/ Bruce H. Besanko  
Bruce H. Besanko

Executive Vice  
President and Chief  
Financial Officer

Dated: November 18, 2008 SKADDEN, ARPS, SLATE, MEAGHER &  
Richmond, Virginia FLOM, LLP  
Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
P.O. Box 636  
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Chicago, Illinois 60606  
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- and -

MCGUIREWOODS LLP

/s/ Dion W. Hayes  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Proposed Counsel for Debtors and  
Debtors in Possession



**EXHIBIT A**

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
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Proposed Counsel to the Debtors  
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re: : Chapter 11  
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CIRCUIT CITY STORES, INC., : Case No. 08-35653(KRH)  
et al., :  
:  
Debtors. : Jointly Administered  
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**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 329  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
MCGUIREWOODS LLP AS ATTORNEYS FOR THE DEBTORS**

Upon the application (the "Application")<sup>1</sup> of the debtors  
and debtors-in-possession in the above-captioned cases

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

(collectively, the "Debtors"),<sup>2</sup> for the entry of an order, pursuant to 11 U.S.C. §§ 327(a) and 329, authorizing each of the Debtors to employ and retain the law firm of McGuireWoods LLP ("McGuireWoods") under a general retainer as their attorneys; and upon the Declaration of Dion W. Hayes (the "Hayes Declaration"), a partner of the firm of McGuireWoods LLP and the Declaration of Bruce H. Besanko in Support of Chapter 11 Petitions and First Day Orders; and the Court being satisfied with the representations made in the Application and the Hayes Declaration that said attorneys represent no interest adverse to any of the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of each of the Debtors' estates; and it appearing that proper and adequate notice has been given and

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<sup>2</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Application is GRANTED.
2. Pursuant to sections 327(a) and 329 of the Bankruptcy Code, each of the Debtors, as a debtor-in-possession, is authorized to employ and retain McGuireWoods as its attorneys effective as of the Petition Date to perform the services as set forth in the Application.
3. McGuireWoods shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.
4. McGuireWoods is authorized, but not directed, to apply the Retainer to pay any fees, costs and expenses relating to services rendered to the Debtors prior to the Petition Date that remain unpaid as of such date and shall hold the remaining portion of the Retainer for application to fees, costs and expenses relating to services rendered subsequent to the Petition Date as may be further ordered by the Court, in accordance with the Application.

Dated: Richmond, Virginia  
December \_\_\_, 2008

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HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
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/s/ Dion W. Hayes  
Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Proposed Counsel to the Debtors  
and Debtors in Possession

**LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Dion W. Hayes  
Dion W. Hayes

**EXHIBIT B**

Gregg M. Galardi, Esq.  
 Ian S. Fredericks, Esq.  
 SKADDEN, ARPS, SLATE, MEAGHER &  
 FLOM, LLP  
 One Rodney Square  
 PO Box 636  
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Proposed Counsel to the Debtors  
 and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
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 In re: : Chapter 11  
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 CIRCUIT CITY STORES, INC., : Case No. 08-35653(KRH)  
et al.,<sup>1</sup> :  
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 Debtors. : Jointly Administered  
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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

**DECLARATION OF DION W. HAYES PURSUANT TO  
BANKRUPTCY RULES 2014 AND 2016 IN SUPPORT  
OF APPLICATION TO EMPLOY AND RETAIN  
McGUIREWOODS LLP AS ATTORNEYS FOR THE  
DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND 329**

I, DION W. HAYES, declare that:

1. I am a partner of the firm of McGuireWoods LLP, which maintains an office for the practice of law at One James Center, 901 East Cary Street, Richmond, Virginia 23219-4030, among others. I am a member in good standing of the bars of, and I am admitted to practice in, the Commonwealth of Virginia, the States of Maryland and New York, and the District of Columbia. I submit this declaration pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bankr. P. 2014 and 2016 in support of the Application to Employ and Retain McGuireWoods LLP as Attorneys for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 329 (the "Application"),<sup>2</sup> filed contemporaneously herewith by the Debtors. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and if called as a witness, would testify competently thereto. However, certain of the disclosures herein relate to matters within the knowledge of other attorneys or personnel at

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

McGuireWoods and are based on information provided by them.

**QUALIFICATION OF PROFESSIONALS**

2. Since the late 1970s, the Debtors have employed McGuireWoods with respect to many legal matters. During the approximately thirty years McGuireWoods has represented the Debtors and provided legal services to the Debtors, McGuireWoods has acquired substantial knowledge and familiarity with the Debtors' businesses and financial affairs. McGuireWoods has represented the Debtors in nearly all areas including, without limitation, corporate services, securities regulation, real estate, litigation, employee benefits and executive compensation, tax, antitrust, bankruptcy and creditors' rights, intellectual property and financial services.

3. During the fall of 2008, the Debtors engaged McGuireWoods as restructuring co-counsel and sought McGuireWoods' services with respect to, among other things, the Debtors' financial restructuring efforts and the preparation for the potential commencement and prosecution of Debtors' chapter 11 cases (the "Engagement")

4. McGuireWoods has assembled a highly qualified team of attorneys to service the Debtors during their reorganization efforts. Additional lawyers, including



those in other practice areas, will be added to McGuireWoods' representation of the Debtors in these chapter 11 cases as appropriate.

5. As a result of McGuireWoods' prior and current representation of the Debtors, McGuireWoods has become intimately familiar with the Debtors' business, legal and financial affairs. In addition, McGuireWoods practices regularly before the Bankruptcy Courts in the Eastern District of Virginia, especially as debtor's counsel or debtor's co-counsel in large chapter 11 bankruptcy cases such as In re Best Products Co., Inc. (Case No. 96-35267 (DOT)), In re Heilig Meyers Co. (Case No. 00-34533 (DOT)), In re AMF Bowling Worldwide, Inc. (Case No. 01-61119 (DHA)), In re Motient Corp. (Case No. 02-80125 (RGM)), In re US Airways Group, Inc. (Case No. 02-839484 (SSM)), and In re US Airways, Inc. (Case No. 04-13819 (SSM)). Additionally, the Debtors have selected McGuireWoods as their attorneys because of the Firm's experience and knowledge in the field of debtors' and creditors' rights generally. Accordingly, McGuireWoods is extremely well-suited to help guide the Debtors through the chapter 11 process before this Court.

**SERVICES TO BE RENDERED**

6. The Debtors have requested that McGuireWoods render the following services, among others, to the Debtors in connection with these cases:

(a) advising the Debtors with respect to their powers and duties as Debtors and debtors-in-possession in the continued management and operation of their business and properties;

(b) advising and consulting on the conduct of the Debtors' bankruptcy cases, including all of the legal and administrative requirements of operating in chapter 11;

(c) attending meetings and negotiating with representatives of creditors, Debtors' employees and other parties in interest;

(d) advising the Debtors in connection with any contemplated sales of assets or business combinations, including the negotiation of asset, stock purchase, merger or joint venture agreements, formulating and implementing bidding procedures, evaluating competing offers, drafting appropriate corporate documents with respect to the proposed sales, and counseling the Debtors in connection with the closing of such sales;

(e) advising the Debtors in connection with postpetition financing and cash collateral arrangements and negotiating and drafting documents relating thereto, providing advice and counsel with respect to prepetition financing arrangements, and providing advice to the Debtors in connection with the emergence financing and capital structure, and negotiating and drafting documents relating thereto;

(f) advising the Debtors on matters relating to the evaluation of the assumption, rejection or assignment of unexpired leases and executory contracts;

(g) providing advice to the Debtors with respect to legal issues arising in or relating to the Debtors' ordinary course of business including attendance at senior management meetings, meetings with the Debtors' financial and turnaround advisors and meetings of the board of directors, and advice on employee, workers' compensation, employee benefits, executive compensation, tax, environmental, banking, insurance, securities, corporate, business operation, contracts, joint ventures, real property and press/public affairs and regulatory matters;

(h) taking necessary action to protect and preserve the Debtors' estates, including the prosecution of actions and proceedings on their behalf, the defense of any actions and proceedings commenced against those estates, negotiations concerning all litigation in which the Debtors may be involved and objections to claims filed against the Debtors' estates;

(i) preparing on behalf of the Debtors motions, applications, answers, orders, reports and papers necessary to the administration of the Debtors' estates;

(j) negotiating and preparing on the Debtors' behalf plan(s) of reorganization, disclosure statement(s) and all related agreements and/or documents and taking any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);

(k) attending meetings with third parties and participating in negotiations with respect to the above matters;

(l) appearing before this Court, other courts, and the Office of the U.S. Trustee;

(m) meeting and coordinating with other counsel and other professionals retained on behalf of the Debtors and approved by this Court; and

(n) performing all other necessary legal services and providing all other necessary legal advice to the Debtors in connection with these chapter 11 cases.

7. Subject to this Court's approval of the Application, McGuireWoods is willing to serve as the Debtors' counsel and to perform the services described above, and any other services as requested by the Debtors.

**DISINTERESTEDNESS OF MCGUIREWOODS**

8. Except as otherwise set forth herein, McGuireWoods (a) does not have any connection with the Debtors or their affiliates, their creditors, the U.S. Trustee or any person employed in the Office of the U.S. Trustee, or any other party in interest, or their respective attorneys and accountants, (b) is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the estates.

9. McGuireWoods has represented, currently represents and in the future likely will represent certain creditors of the Debtors and other parties in interest in matters unrelated to either the Debtors, the Debtors' reorganization cases, or such entities' claims against or interest in the Debtors. McGuireWoods has searched its computer database of current and previous clients with

respect to all parties listed in Exhibit 1 attached hereto, a list of potential "parties in interest" prepared by the Debtors. Of the entities listed in Exhibit 1, McGuireWoods currently represents or has in the past represented the following entities in matters unrelated to the Debtors:

- (a) Debtors: Circuit City Stores, Inc. and its subsidiaries and affiliates;
- (b) Non-Debtor Affiliates: InterTAN Canada, Ltd.;
- (c) Directors and Officers: Phillip J. Dunn, Allen B. King;
- (d) Secured Lenders: Bank of America, N.A., Fifth Third Bank, General Electric Capital Corporation, GMAC Commercial Finance LLC, JP Morgan Chase Bank, N.A., PNC Bank, N.A., SunTrust Bank, Textron Financial Corporation, Wachovia Capital Finance Corporation;
- (e) Significant Merchandise Creditors: Eastman Kodak Co., Electronic Arts, Hewlett-Packard US Operations, Lexmark International Inc., Microsoft Corp., Onkyo USA Corp., Samsung Electronics Amer. Inc., Olympus Corporation, Sharp Electronics Inc., Sony Electronics, Inc.;
- (f) Significant Vendors: Aetna Life Insurance Company, American Express Travel Related Services Co., American Systems Corp., Corporate Express, Empire Blue Cross Blue Shield, Kaiser Permanente, Samsung Electronics America;
- (g) Consignment Vendors: INTUIT Inc.;
- (h) Insurance Carriers: American Home Assurance Company, Chubb(Federal Insurance Company), Continental Casualty Company, Essex Insurance Co., Fireman's Fund Insurance Company, Great American Insurance Company;

- (i) Credit Card Companies and Processors: American Express;
- (j) Utilities: Alliant Energy, Alltel, AT&T, Avaya, BGE - Baltimore Gas & Electric, Central Maine Power (CMP), Charter Communications, Cincinnati Bell, Citizens Gas & Coke Utility, City of Ashville, NC, City of Austin, TX, City of Boca Raton, FL, City of Charlottesville, VA, City of Colonial Heights, VA, City of Countryside, IL, City of Decatur, IL, City of East Point, GA, City of Falls Church, VA, City of Fredericksburg, VA, City of Gastonia, NC, City of Harrisonburg, VA, City of Hickory, NC, City of Joliet, IL, City of Jacksonville, NC, City of Long Beach, CA, City of Martinsville, VA, City of Oklahoma City, OK, City of Pasadena, CA, City of Pittsburg, CA, City of Portland, OR, City of Richmond, VA, City of San Diego, CA, City of San Luis Obispo, CA, City of Santa Barbara, CA, City of Wilmington, NC, Cleco Power LLC, Comcast, Connecticut Natural Gas Corp (CNG), DTE Energy/2859/67-069a, Duquesne Light Company, Fairpoint Communications, Intercall, Jacksonville Electric Authority, Madison Gas and Electric - WI, MCI, MidAmerican Energy Company, Nextel Communications, North Shore Gas, Orange and Rockland Utilities (O&R), Peoples Energy/Peoples Gas, PEPCO (Potomac Electric Power Company), PSCSA - Prince William County Services, Qwest, Research in Motion, Roanoke Gas Company, Sprint, Sumter Electric Cooperative, Inc., FL, Tri-County Electric Cooperative/TX, Verizon Wireless, Village of Algonquin, IL, Village of Bedford Park, IL, Virginia Natural Gas, Washington Gas, Wisconsin Public Service Corp.;
- (k) Significant Real Property Leases: Cardinal Capital Partners, Developers Diversified Realty Corp., Kimco Realty Corp., Simon Property Group, Weingarten Realty Investors, Wilmington Trust Co.;
- (l) Rejected Real Property Leases (Landlord): Developers Diversified Realty Corp., Stop & Shop Supermarket Company LLC;

- (m) Other Real Property Leases (Landlords): AMB Property, L.P., American National Bank & Trust Co. of Chicago, American National Insurance Company, Arundel Mills Marketplace Limited Partnership, Boulevard Associates, Centro Watt, Concord Mills Limited Partnership, Developers Diversified Realty Corp., Dicker-Warmington Properties, Federal Realty Investment Trust, Home Depot U.S.A., Inc., Irvine Company LLC, Kimco Realty Corp., National Retail Properties, Inc., Pan Am Equities, Inc., Potomac Run, LLC, Prudential Insurance Company of America, Regency Centers, LP, Rio Associates L.P., Safeway Inc., Short Pump Town Center LLC, Simon Debartolo Group, L.P., Simon Property Group, L.P., Stop & Shop Supermarket Company LLC, Target Corporation, Target Stores, The Home Depot, Inc., The Macerich Company, Washington RE Investment Trust, Weingarten Realty Investors, Welsh Companies, Inc., Wilmington Trust Company;
- (n) Rejected Subleases (Tenants): Dick's Sporting Goods, Inc., Dollar Tree Stores, Inc., Food Lion LLC, Toys R Us, Inc.;
- (o) Other Subleases (Tenants): Adams Outdoor Advertising; Advance Auto Parts, Borders, Inc., CEC Entertainment Inc., Dollar General Corp., Dollar Tree Stores, Inc., Edwin Watts Golf Shop, JP Morgan Chase Bank, Tire Kingdom, Inc., Trader Joes East, Inc.;
- (p) Significant Personal Property Leases: IBM, Hewlett Packard Company;
- (q) Professionals: Kirkland & Ellis, LLP, Skadden, Arps, Slate, Meagher & Flom, LLP;
- (r) Liquidators: Great American Group;
- (s) Litigation Parties: Visa;
- (t) Banks: Bank of America, Fifth Third Bank, Fifth Third Securities, Inc., Lehman Brothers, SunTrust, UBS Financial Services, Inc., Wachovia Bank & Securities, Wells Fargo.

10. No single client referenced in this Declaration accounted for more than approximately 2% of McGuireWoods' revenue during 2007.

11. In addition, McGuireWoods may currently represent, has in the past represented, or in the future may represent certain affiliates of the entities listed on Exhibit 1.

12. Many of the Firm's representations of the above entities consist of representations in episodic transactional or litigation matters. McGuireWoods' current or past representation of the above entities will not affect the Firm's representation of the Debtors in these bankruptcy cases. McGuireWoods has not represented in the past, does not presently represent, and will not during the pendency of these bankruptcy cases represent any of the above entities, or any of their known affiliates or subsidiaries, in matters adverse to and/or related to the Debtors or these Chapter 11 cases.

13. In addition to the foregoing, McGuireWoods employs over 900 attorneys, has a large and diversified law practice with a client roll with thousands of names that encompass the representation of many financial institutions and commercial corporations, some of which are or may



consider themselves to be creditors, equity security holders, or parties in interest in these cases or otherwise have interests in these cases. McGuireWoods will not represent any other client in matters related in any manner to the Debtors during the pendency of these cases. McGuireWoods will periodically review its files during the pendency of these cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, McGuireWoods will use reasonable efforts to identify such further developments and promptly will file a supplemental statement pursuant to Bankruptcy Rule 2014(a).

14. In the unlikely event any matters were, in the future, to give rise to potential conflict with respect to matters that otherwise would have been handled by McGuireWoods, other counsel for the Debtors may be available to handle such matters and McGuireWoods will not be involved.

15. Neither McGuireWoods nor any attorney or employee at the Firm holds or represents an interest adverse to the estates.

16. Neither McGuireWoods nor any attorney or employee at the Firm is or was a creditor, an equity holder, or an

insider of the Debtors, except that McGuireWoods previously rendered legal services to the Debtors for which it was compensated, and certain McGuireWoods attorneys or employees may own the Debtors' common stock either directly or indirectly or in managed accounts over which they have no control over investment decisions pertaining to holdings in such accounts. In addition, certain McGuireWoods attorneys or employees may be participants in the Customer Satisfaction Programs and/or Circuit City Rewards Program, have Customer Claims, and/or other participate in customer practices and programs of the Debtors (as further described in the Debtors' Motion for Order Pursuant to Bankruptcy Code Sections 105(a), 363, 506, 507(a)(7), 553, 1107(a) and 1108 and Bankruptcy Rule 6003 Authorizing Continuation of Certain Customer Practices) (Docket No. 9)). In addition, certain McGuireWoods attorneys or employees may have relatives employed by the Debtors or formerly employed by the Debtors.

17. Neither McGuireWoods nor any attorney or employee at the Firm is or was, within two years before the Petition Date, a director, officer or employee of the Debtors.

18. McGuireWoods does not have an interest materially adverse to the interests of the estates or of any class of

creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or for any other reason.

19. In view of the foregoing, McGuireWoods is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

**PROFESSIONAL COMPENSATION**

20. In connection with the Engagement, McGuireWoods currently holds a retainer in the approximate amount of \$370,000 (the "Retainer") for professional services to be rendered and costs and expenses incurred by McGuireWoods on behalf of the Debtors. Pursuant to the terms of the Engagement, the Retainer shall serve as security for the payment of all unpaid prepetition and postpetition fees and expenses owed to McGuireWoods by the Debtors. The Retainer will be held by McGuireWoods and applied first towards any outstanding prepetition fees and expenses owed to McGuireWoods by the Debtors and then towards McGuireWoods' final billing in connection with the New Engagement and against any outstanding fees and expenses billed prior thereto.

21. According to McGuireWoods' books and records, for the period of January 1, 2008 through November 9, 2008,

McGuireWoods received payments from the Debtors totaling approximately \$1,654,105.27. McGuireWoods' books and records further reflect that for the period of August 11, 2008 through November 9, 2008, McGuireWoods received payments from the Debtors totaling approximately \$843,375.74, approximately \$370,000 of which is being held as a retainer for the Engagement.

22. McGuireWoods will provide the Debtors with monthly statements for services rendered and costs and expenses incurred. During the course of the reorganization cases, the issuance of monthly statements shall constitute a request for an interim payment. For professional services, McGuireWoods' fees are based on its standard hourly rates which are periodically adjusted.

McGuireWoods' current hourly rates for the Engagement range from \$475 to \$715 for partners, \$375 to \$450 for counsels, \$295 to \$450 for associates and \$150 to \$255 for legal assistants and support staff. The hourly rates set forth above are subject to periodic increases in the normal course of the Firm's business, often due to the increased experience of a particular professional.

23. McGuireWoods intends to apply to the Court for allowance of compensation for professional services

rendered and reimbursement of costs and expenses incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the orders of this Court. McGuireWoods will seek compensation for the services of each attorney and paraprofessional acting on behalf of the Debtors in these cases at the then-current standard rate charged for such services on a non-bankruptcy matter.

24. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. McGuireWoods will continue to charge the Debtor for certain other services provided and for other costs and expenses incurred in the rendition of services. It is McGuireWoods' policy in all areas of practice to charge the client for most expenses incurred in connection with the client's case. The expenses routinely charged to the Firm's clients include, but are not limited to, photocopies, travel expenses (including mileage, parking, airfare, lodging, meals and ground transportation), long distance telephone calls, delivery and courier services, express mail, air courier services, computerized legal research tools such as LEXIS, WESTLAW and PACER, court costs and filing fees, court reporters, hearing transcripts, expert witness fees,

certain secretarial and other overtime expenses, certain transportation expenses, and certain expenses for business meals. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to its other clients.

25. McGuireWoods has agreed to accept as compensation such sums as may be allowed by the Court on the basis of the professional time spent, the rates charged for such services, the necessity of such services to the administration of the estates, the reasonableness of the time within which the services were performed in relation to the results achieved, and the complexity, importance, and nature of the problems, issues or tasks addressed in these cases.

26. Other than as set forth above, no arrangement is proposed between the Debtors and McGuireWoods for compensation to be paid in these cases.

27. McGuireWoods has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under section 504(b)(1) of the Bankruptcy Code.

28. I am not related, and to the best of my knowledge, no attorney at the Firm is related, to any

United States District Judge or United States Bankruptcy Judge in the Eastern District of Virginia or to the United States Trustee for such district or any employee in the office thereof.

29. McGuireWoods has instituted and is carrying on further inquiries of its attorneys with respect to the matters contained herein, including the circulation of an electronic new matter notification and conflicts check to each of the approximately 900 attorneys in all of the Firm's domestic and international offices. McGuireWoods will file supplemental declarations regarding this retention if any additional relevant information comes to its attention. Additionally, as a matter of retention and disclosure policy, McGuireWoods will periodically review its past and present relationships with entities materially participating in these bankruptcy cases from time to time and will file a supplemental disclosure, if warranted, approximately every 120 days at the time that professional interim fee applications are filed.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on November 18, 2008 in Richmond, Virginia.

Dion H. Hayes  
Dion W. Hayes  
Partner, McGuireWoods LLP



**EXHIBIT 1**

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**Debtors**

Abbott Advertising Agency, Inc.  
CC Aviation, LLC  
CC Distribution Company of Virginia, Inc.  
Circuit City Properties, LLC  
Circuit City Purchasing Company, LLC  
Circuit City Stores PR, LLC  
Circuit City Stores West Coast, Inc.  
Circuit City Stores, Inc.  
Courcheval, LLC  
Digital Video Express, LP  
InterTAN, Inc.  
Kinzer Technology, LLC  
Mayland MN, LLC  
Northern National Insurance, Ltd  
Orbyx Electronics, LLC  
Patapsco Designs, Inc.  
Prahs, Inc.  
Sky Venture Corporation  
Tourmalet Corp.  
Ventoux International, Inc.  
XS Stuff, LLC

**Non-Debtor Affiliates**

587255 Ontario Ltd.  
American Computer Development Inc.  
Asian Sourcing & Procurement Services Co. Ltd.  
Circuit City Global Sourcing Limited  
Early Adopter Fund, LLC  
InterTAN Canada, Ltd  
InterTAN France SNC  
InterTAN Ontario Ltd.  
PlumChoice, Inc.  
Sixth Street Marketplace, LP  
St. Tammany Oaks Subdivision Association LLC  
Theater Xtreme Entertainment Group, Inc.

## **Directors and Officers**

Appleby Corporate Services, Ltd.

Lisa Baldyga

Henry P. Barretta

Bruce H. Besanko

Alan Bossin

Brian S. Bradley

Kelly E. Breitenbecher

Ronald M. Brill

Carolyn H. Byrd

Consec Services Limited (HK)

Ron Cuthbertson

Ean Daoust

Philip J. Dunn

Ursula O. Fairbairn

Timothy C. Faries

Barbara S. Feigin

Michael E. Foss

Jacqueline Grove

James F. Hardyman

John T. Harlow

Reginald D. Hedgebeth

Lyle G. Heidemann

Eric A. Jonas, Jr.

Alan Kane

John J. Kelly

Allen B. King

Don R. Kornstein

Jeric Ma

James A. Marcum

Jeffrey A McDonald

Michelle Mosier

John Mulleady

John A. Oakey, III

Linda M. Owen

Steven P. Pappas

Danny W. Ramsey

Mikael Salovaara

Philip J. Schoonover

Marlies A. Smith

J. Patrick Spainhour

Richard D. Spurling

Jeffrey S. Stone

Gerald L. Swider

Ronald L. Turner

Elliott Wahle

Mark J. Wong

Carolyn Y. Woo

**Secured Lenders**

Bank of America, N.A.

Burdale Finance Ltd.

Capital One Leverage Finance Corp.

Fifth Third Bank

General Electric Capital Corporation

GMAC Commercial Finance LLC

JPMorgan Chase Bank, N.A.

National City Business Credit, Inc.

PNC Bank, N.A.

SunTrust Bank

Textron Financial Corporation

UBS Loan Finance LLC

UPS Capital Corporation

Wachovia Capital Finance Corporation

Webster (Webster Bank/Webster Financial Corporation)

Wells Fargo Retail Finance, LLC

## **Significant Merchandise Creditors**

Alliance Entertainment  
Audiovox  
Belkin Logistics Inc  
Buena Vista Home Video  
Columbia Tristar Home Video  
Dlink Systems  
Eastman Kodak Co  
Electronic Arts  
Epson America Inc  
Fox Home Entertainment  
Fuji Photo Film Usa  
Garmin International Inc  
Hewlett-Packard US Operations  
Hisense Usa Corporation  
Kingston Technologies  
Klipsch Audio Technologies LLC  
Lenovo, Inc.  
Lexmark International Inc  
Linksys  
Logitech Inc  
Microsoft Corp  
Microsoft Xbox  
Mitsubishi Digital Electronics  
Monster Cable Products  
Nikon Inc  
Olympus Corporation  
Omnimount Systems Inc  
Oncorp US, Inc  
Onkyo USA Corp  
Panasonic Company Nationalacct  
Panasonic North America  
Paramount Home Video  
Pioneer Electronics (USA) Inc  
Samsung Electronics Amer Inc.  
Samsung Opto Electronics Inc  
Sandisk Corporation  
Sharp Electronics Corp  
Sony Computer Entertainment  
Sony Electronics Inc  
Stillwater Designs Inc  
THQ Inc  
Tomtom Inc  
Toshiba America Consumer Produ  
Toshiba Computer Systems Div  
Universal Distribution Records  
Vizio  
Warner Home Video  
Western Digital Technologies  
Zenith Electronics Corp

## **Significant Vendors**

Aetna Life Insurance Company  
Alpha Security Products  
American Express Travel Related Services Co  
American Express Trust Co  
American Systems Corp  
Andrews Electronics Inc.  
Bailiwick Data Systems Inc  
CDW Direct LLC  
Clay Inc, Bruce  
Clickit Inc  
Cormark Inc  
Corporate Express  
Corporate Facilities Group  
Cosco  
DC Power Solutions  
Eastern Security Corp  
Eleets Logistics  
Empire Blue Cross Blue Shield  
Ereplacements LLC  
Fire Materials Group LLC  
Gorilla Nation Media  
Graphic Communications  
Hewitt Associates LLC  
Illinois Wholesale Cash Register  
Innerworkings LLC  
J&F Mfg Inc  
JLG Industries Inc  
Kaiser Permanente  
Medco  
Mid-Atlantic Vision Service Plan, Inc.  
Nextag  
NFL Enterprises LLC  
North American Roofing Sys Inc  
Northern Wire Productions  
Orbis Corporation  
Pricegrabber Com LLC  
PTR Compactor & Baler Co  
Quebecor World KRI  
Retail Maintenance Services LLC  
Samsung Electronics America  
Shopping.Com Inc  
Shopzilla Inc  
Sony  
Specialty Risk Services  
Specificmedia Inc  
Standard Electric  
Streater Inc  
Swift Train Company  
Trane  
Tremor Media  
Universal Fixtures & Display

US Signs

USIS Commercial Services Inc

Vance Baldwin

Vanguard Products Group Inc

Vector Security

Virginia Electronic Components

Wayne Dalton Corp

Weather Channel Interactive, The

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### **Consignment Vendors**

ValuSoft (THQ, Inc.)

foneGear

INTUIT Inc.

Pinnacle Systems, Inc. (Avid Tech, Inc.)

Memorex Products, Inc.

Panasonic Consumer Electronics Company

Navarre Corporation

**5% or Greater Shareholders**

J Richard Atwood  
Classic Fund Management Aktiengesellschaft  
First Pacific Advisors LLC  
HBK Investments LP  
HBK Management LLC  
HBK Master Fund  
HBK Master Fund LP  
HBK Partners II LP  
HBK Services LLC  
Robert L Rodriguez  
Mark J Wattles

## **Insurance Carriers**

American Empire Excess & Surplus Lines  
American Home Assurance Company  
Arch Insurance Group  
Axis Reinsurance Company  
Axis Surplus Insurance Company  
Beecher Carlson Insurance Services  
Chubb (Federal Insurance Co)  
CNA Global Specialty Lines  
Continental Casualty Company  
Essex Insurance Co  
Executive Risk Indemnity Inc  
Fireman's Fund Insurance Company  
Glacier Re  
Global Aerospace, Inc.  
Global Excess Partners  
Great American Assurance Company  
Great American Insurance Company  
Industrial Risk Insurers  
Integon Specialty Insurance Co  
Lancashire Insurance Co (UK) Ltd  
Landmark American Insurance Co  
Lexington Insurance Company  
Liberty Mutual Fire Insurance Company  
Lloyds of London  
Marsh USA, Inc.  
National Liability & Fire Insurance Company  
National Union Fire Insurance Company  
Northern National Insurance Co  
Ohio Casualty Insurance Company  
Old Republic Risk Management Inc.

Princeton Excess & Surplus Lines Insurance Co  
RSUI Indemnity Company  
St. Paul Mercury Insurance Company  
State National Ins Co  
Westchester Surplus Lines Insurance Co  
XL Specialty Insurance Company  
Zurich American Insurance Company

### **Credit Card Companies and Processors**

Chase Bank, USA, N.A. Visa

MasterCard

Discovery

American Express

IPS Card Solutions, Inc

ValueLink

## Utility Companies

Accent Energy/CA  
AEP/24002-Ohio Power  
Alabama Gas Corporation (Alagasco)  
Alabama Power  
Alameda County Water District  
Albemarle County Service Authority  
Albuquerque Bernalillo County Water  
Alderwood Water District  
Allegheny Power - Acct Numbers1  
Alliant Energy/WP&L  
Alltel  
Altoona City Authority  
Ameren CIPS/66878  
Ameren UE/66301  
AmerenCILCO - 66826  
AmerenIP  
American Water & Energy Savers  
American Water Service, Inc  
Anne Arundel County Water and Wastewter  
Anniston Water Works, AL  
APS/Arizona Public Service  
Aqua New Jersey/299  
Aquarion Water Company of CT  
Aquila, Inc.  
Arch Wireless  
Arkansas Oklahoma Gas Corp (AOG)  
Arkansas Western Gas Company  
Artesian Water Company, Inc.  
Ashwaubenon Water & Sewer Utility  
AT&T  
AT&T (Ameritech)  
AT&T (Bellsouth)  
AT&T (Pacific Bell)  
AT&T (SNET)  
AT&T (Southwestern Bell)  
AT&T Mobility  
Athens Clarke County, GA  
Athens-Clarke County Stormwater Utility  
Atlantic City Electric /4875  
Atmos Energy/79073  
Augusta Utilities Department  
Aurora Water  
Austell Natural Gas System  
Autoridad de Acueductos y Alcantarillado  
Autoridad de Energia Electrica  
Avaya  
Avista Utilities  
Bangor Gas, ME  
Bangor Hydro Electric Company  
Bangor Water District  
Bay State Gas

Bell South  
Bellevue City Treasurer, WA  
Belmont County Sanitary Sewer Dist, OH  
Bexar County WCID #10  
BGE - Baltimore Gas & Electric  
Board of Public Utilities-Cheyenne, WY  
Board of Water Supply/HI  
Board of Water Works of Pueblo, CO  
Borough of Chambersburg, PA  
Braintree Electric Light Department  
Braintree Water & Sewer Dept  
Brazoria County MUD #6  
Brick Township Municipal Utilities  
Brighthouse Networks  
Brownsville Public Utilities Board  
Brunswick-Glynn County, GA  
Bucks County Water & Sewer Authority(1)  
California Water Service-Bakersfield  
California-American Water Company  
Canton Township Water Dept, MI  
Cape Fear Public Utility Authority  
Cascade Natural Gas  
Center Township Water & Sewer Authority  
CenterPoint Energy Services Inc  
Central Georgia EMC (elec)  
Central Hudson Gas & Electric Co  
Central Maine Power (CMP)  
CenturyTel  
Charleston Water System  
Charlotte County Utilities  
Charter Communications  
Charter Township of Bloomfield, MI  
Charter Township of Meridian, MI  
Chattanooga Gas Company/11147  
Chesapeake Utilities  
Chesterfield County Utilities Department  
Cheyenne Light, Fuel & Power  
Cincinnati Bell  
Citizens Gas & Coke Utility  
Citrus Heights Water District  
City and County of Denver, CO  
City of Abilene, TX  
City of Alcoa Utilities, TN  
City of Alexandria, LA  
City of Altamonte Springs, FL  
City of Amarillo, TX  
City of Ammon, ID  
City of Ann Arbor Treasurer, MI  
City of Ardmore, OK  
City of Arlington, TX  
City of Asheville, NC  
City of Atlanta, GA-Dept of Watershed Mg

City of Austin, TX  
City of Avondale, AZ  
City of Baltimore, MD (metered water)  
City of Batavia, IL  
City of Beaumont, TX  
City of Berwyn, IL  
City of Bethlehem, PA  
City of Bloomington, IL  
City of Bloomington, MN  
City of Boca Raton, FL  
City of Boulder, CO  
City of Boynton Beach, FL/Utilities Dept  
City of Brea, CA  
City of Bridgeport, WV  
City of Brighton, MI  
City of Brockton, MA  
City of Brookfield, WI  
City of Buford, GA  
City of Burbank, CA  
City of Burnsville, MN  
City of Calumet City, IL  
City of Cape Coral, FL  
City of Carmel, IN  
City of Cedar Hill, TX  
City of Cedar Park, TX  
City of Chandler, AZ  
City of Charlottesville, VA  
City of Chicago, IL- Dept. of Water  
City of Clearwater, FL  
City of Cocoa, FL  
City of Colonial Heights, VA  
City of Columbia, MO  
City of Columbia, SC - Water  
City of Columbus, OH (Water/Sewer)  
City of Concord, NC  
City of Concord, NH  
City of Coon Rapids, MN  
City of Coral Springs, FL  
City of Corpus Christi, TX-Utility Busin  
City of Countryside, IL  
City of Covina, CA  
City of Crystal Lake, IL  
City of Cuyahoga Falls, OH  
City of Dallas, TX  
City of Daly City, CA  
City of Danbury, CT  
City of Daphne, AL  
City of Daytona Beach, FL  
City of Dearborn, MI  
City of Decatur, IL  
City of Denton, TX  
City of Dover, DE

City of Durham, NC (Sewer/Water)  
City of East Point, GA  
City of Escondido, CA  
City of Falls Church, VA  
City of Fayetteville, AR  
City of Florence, SC  
City of Folsom, CA  
City of Fort Lauderdale, FL  
City of Fort Myers, FL/340  
City of Fort Smith, AR  
City of Fredericksburg, VA  
City of Fresno, CA  
City of Frisco, TX  
City of Fullerton, CA  
City of Garland Utility Services  
City of Gastonia, NC  
City of Glendale, CA - Water & Power  
City of Goodyear, AZ  
City of Grand Rapids, MI  
City of Grandville, MI  
City of Groveland, FL  
City of Groveland, FL  
City of Gulfport, MS  
City of Harrisonburg, VA  
City of Hattiesburg, MS  
City of Hialeah, FL-Dept of Water & Sewe  
City of Hickory, NC  
City of High Point, NC  
City of Houston, TX - Water/Wastewater  
City of Humble, TX  
City of Huntington Beach, CA  
City of Hurst, TX  
City of Independence, MO  
City of Jacksonville, NC  
City of Joliet, IL  
City of Keene, NH  
City of Keizer, OR  
City of Killeen, TX  
City of Kingsport, TN  
City of La Habra, CA  
City of Lafayette, IN  
City of Lake Charles, LA  
City of Lake Worth, TX  
City of Lakewood, CA  
City of Lakewood, CO  
City of Laredo, TX  
City of League City, TX  
City of Leominster, MA  
City of Lewisville, TX  
City of Livermore, CA  
City of Long Beach, CA  
City of Longview, TX



City of Lufkin, TX  
City of Lynnwood, WA  
City of Madison Heights, MI  
City of Mansfield, TX  
City of Manteca, CA  
City of Maple Grove, MN  
City of Marion, IL  
City of Martinsville, VA  
City of McHenry, IL  
City of McKinney, TX  
City of Melbourne, FL  
City of Merced  
City of Meriden Tax Collector, CT  
City of Mesa, AZ  
City of Mesquite, TX  
City of Midland, TX  
City of Midwest City, OK  
City of Millville, NJ  
City of Minnetonka, MN  
City of Modesto, CA  
City of Monrovia, CA  
City of Montebello, CA  
City of Morgan Hill, CA  
City of Muskegon, MI  
City of Myrtle Beach, SC  
City of Naperville, IL  
City of Niles, OH  
City of Norman, OK  
City of North Canton, OH  
City of Norton Shores, MI  
City of Norwalk, CA  
City of Novi, MI  
City of OFallon, IL  
City of Oklahoma City, OK  
City of Olympia, WA  
City of Orange, CA  
City of Orem, UT  
City of Oxnard, CA  
City of Pasadena, CA  
City of Pasadena, TX  
City of Pembroke Pines, FL  
City of Pensacola, FL  
City of Peoria, AZ  
City of Phoenix, AZ  
City of Pittsburg, CA  
City of Plano, TX  
City of Plantation, FL  
City of Pontiac, MI  
City of Port Arthur, TX  
City of Port Richey, FL  
City of Portage, MI  
City of Portland, OR

City of Portsmouth, NH  
City of Raleigh, NC  
City of Rancho Cucamonga, CA  
City of Redding, CA  
City of Richland, WA  
City of Richmond, VA  
City of Rochester Hills, MI  
City of Rockford, IL  
City of Rockwall, TX  
City of Roseville, CA  
City of Roseville, CA  
City of Roseville, MI  
City of Round Rock, TX  
City of Salisbury, NC  
City of San Bernardino, CA - Water  
City of San Diego, CA  
City of San Luis Obispo, CA  
City of Santa Barbara, CA  
City of Santa Maria, CA  
City of Santa Monica, CA  
City of Santa Rosa, CA-Water & Sewer  
City of Savannah, GA  
City of Sebring, FL  
City of Selma, TX  
City of Sherman, TX  
City of Shreveport, LA-D O W A S  
City of Signal Hill, CA  
City of Slidell, LA  
City of Somerville, MA  
City of Southaven, MS  
City of Southlake, TX  
City of St. Cloud, MN  
City of St. Peters, MO  
City of Steubenville, OH  
City of Sugar Land, TX  
City of Summerville, Armuchee  
City of Sunnyvale, CA  
City of Tallahassee, FL - Util Dept/C  
City of Tampa, FL  
City of Taunton, MA  
City of Taylor, MI  
City of Temple, TX  
City of Thornton, CO  
City of Toledo, OH  
City of Torrance, CA  
City of Troy, MI  
City of Tucson, AZ  
City of Tukwila, WA  
City of Tulsa, OK  
City of Turlock, CA  
City of Tuscaloosa, AL  
City of Tyler, TX

City of Vero Beach, FL  
City of Victorville, CA  
City of Vienna, WV  
City of Virginia Beach, VA  
City of Waco, TX  
City of Warner Robins, GA  
City of Webster, TX  
City of West Jordan, UT  
City of West Palm Beach/Utilities  
City of Westland, MI - Dept. 180701  
City of Wichita Falls, TX  
City of Wichita Water Department, KS  
City of Wilmington, DE  
City of Wilmington, NC  
City of Winston-Salem, NC  
City of Woodbury, MN  
City of Yuma, AZ  
City Utilities (Fort Wayne, IN)  
City Utilities of Springfield, MO  
City Water & Light (CWL)  
City Water Light & Power, Springfield IL  
Clackamas River Water  
Clarksville Department of Electricity  
Clarksville Gas & Water Department  
Clearwater Enterprises, L.L.C.  
Cleco Power LLC  
Cleveland Utilities  
Coachella Valley Water District  
Cobb County Water System  
College Station Utilities - TX  
Colorado Springs Utilities  
Columbia Gas of Kentucky  
Columbia Gas of Maryland  
Columbia Power & Water Systems (CPWS)  
Columbus City Utilities  
Columbus Water Works  
Com Ed  
Comcast  
Compton Municipal Water Dept  
Con Edison  
Con Edison Solutions  
Connecticut Light & Power/2960  
Connecticut Natural Gas Corp (CNG)  
Connecticut Water Company  
Connexus Energy  
Consolidated Communications  
Consolidated Mutual Water  
Consolidated Waterworks District #1  
Consumers Energy  
Contra Costa Water District  
County of Henrico, VA  
Cox Communications

CPS Energy  
Cucamonga Valley Water District  
Dakota Electric Association  
Davidson Telecom LLC  
Dayton Power & Light  
Delmarva Power DE/MD/VA/17000  
Delta Charter Township, MI  
Denver Water  
Deptford Township MUA, NJ  
Direct Energy, NY/1659  
Direct Energy-643249  
Division of Water, City of Cleveland OH  
Dixie Electric Cooperative  
Dominion East Ohio/26225  
Dothan Utilities  
Douglasville-Douglas County GA  
DTE Energy/2859/67-069a  
Dublin San Ramon Services District  
Duke Energy/70516  
Dupage County Public Works  
Duquesne Light Company  
East Bay Municipal Utility Dist (EBMUD)  
East Brunswick Water Utility  
Eastern Municipal Water District  
Easton Suburban Water Authority  
Easylink Services Corporation  
El Paso Electric Company  
El Paso Water Utilities  
El Toro Water District  
Electric City Utilities/City of Anderson  
Electric Power Board-Chattanooga (EPB)  
Elizabethtown Gas  
Elmira Water Board NY  
Elyria Public Utilities  
Embarq Communications  
Emerald Coast Utilities Authority  
Entergy Arkansas, Inc./8101  
Entergy Gulf States LA, LLC/8103  
Equitable Gas Company  
Erie County Water Authority  
Evansville, IN Waterworks Dept  
Everett Utilities  
Fairfax Water - VA  
Fairfield Municipal Utilities  
Fairpoint Communications  
Fewtek Inc  
First Utility District of Knox County  
Flint EMC,GA  
Flint Township-Board of Public Works  
Florence Water & Sewer Commission  
Florida City Gas/11812  
Florida Power & Light Company (FPL)

Florida Public Utilities Co, DeBary  
Floyd County Water Department  
Fontana Water Company  
Fort Collins Utilities  
Fort Worth Water Dept, TX  
Frederick County Division of Utilities  
Frontier  
Fruitland Mutual Water Company  
Gainesville Regional Utilities  
Gas South  
Geoff Patterson, Receiver of Taxes  
Georgia Power  
Golden State Water Co.  
Grand Chute Utilities  
Grand Traverse County Dept of Pub Works  
Granite Telecommunications  
Greater Augusta Utility District, ME  
Greater Cincinnati Water Works  
Green Bay Water Utility  
Green Mountain Power (GMP)  
Greene County - Department of Public Wor  
Greenville Utilities Commission, NC  
Greenville Water System, SC  
GreyStone Power Corporation (elec)  
Gulf Power  
Gwinnett Co. Water Resources  
Hamilton Township  
Harker Heights Water Department, TX  
Harpeth Valley Utilities District  
Harrisonburg Electric Commission  
Hawaiian Electric Co., Inc. (HECO)/3978  
Hawaiian Telecom  
Hayward Water System  
Helix Water District  
Hernando County Utilities, FL  
Hicksville Water District  
Highland Sewer & Water Authority  
Highland Utilities Dept, IN  
Highlands Ranch Metro Districts  
Hillsborough County Water Resource Ser.  
Holland Board of Public Works  
Holland Charter Township, MI  
Holyoke Gas & Electric Department  
Holyoke Water Works, MA  
HRUBAS-Hampton Roads Utility Billing Serv  
Huntsville Utilities, AL  
Idaho Power  
Illinois-American Water Company  
Imperial Irrigation District, CA  
Indian River County Utilities, FL  
Indiana-American Water Company  
Indianapolis Power & Light (IPL)

Indianapolis Water Company  
Insight  
Intercall  
Intermountain Gas Company  
Intermountain Rural Electric Association  
Irvine Ranch Water District  
Jackson Electric Membership Corp, GA  
Jackson Energy Authority  
Jackson Water Collection, MI  
JEA/Jacksonville Electric Authority  
Jefferson County AL, Sewer Service Fund  
Jefferson Parish, LA  
Jersey Central Power & Light  
Johnson City Power Board  
Johnson City Utility System  
Kansas City Power & Light Co. - KCPL  
Kansas Gas Service  
KCMO Water Services Department  
Kentucky-American Water Company  
Keynote Red Alert  
Kissimmee Utility Authority  
KUB-Knoxville Utilities Board  
KU-Kentucky Utilities Company  
Laclede Gas Company  
Lafayette Utilities Systems (LUS)  
Lake Apopka Natural Gas District,FL  
Lake County Dept of Public Works, IL  
Lakehaven Utility District  
Lakeland Electric/City of Lakeland,FL  
Lansing Board of Water & Light  
LCEC- Lee County Electric Cooperative  
Lincoln Electric System  
Long Island American Water, NY  
Long Island Power Authority  
Los Angeles County Dept. of Public Works  
Los Angeles Dept of Water & Power/30808  
Loudoun Water  
Louisville Water Company  
Lubbock Power Light & Water  
Lycoming County Water & Sewer Auth-LCWSA  
Macon Water Authority  
Madison Gas and Electric - WI  
Madison Suburban Utility Dist  
Madison Water/Sewer/Storm Utilities, WI  
Manchester Water Works  
Marin Municipal Water District  
Martin County Utilities  
Maryland-American Water Company  
McAllen Public Utilities -TX  
MCI  
MCUCS-Manatee County Utilities Cust Serv  
Medford Water Commission, OR

Memphis Light, Gas & Water Division  
Merced Irrigation District  
Merchantville - Pennsauken  
Met-Ed/3687  
Metro  
Metro Technology, Inc. (AL)  
Metro Water Services TN  
Metropolitan St. Louis Sewer District  
Miami-Dade Water and Sewer Dept  
MidAmerican Energy Company  
Mid-Carolina Electric Cooperative  
Middle Tennessee Electric Membership/Fra  
Milwaukee Water Works  
Mishawaka Utilities  
Mississippi Power  
Missouri American Water/94551  
Missouri Gas Energy (MGE)  
Mobile Area Water & Sewer System-MAWSS  
Modesto Irrigation District  
Monroe County Water Authority  
Monte Vista Water District  
Montgomery Water Works  
Mount Laurel Municipal Utilities  
Mount Pleasant Waterworks, SC  
Mountaineer Gas  
Nashville Electric Service  
National Fuel  
National Grid - Brooklyn/020690/29212  
Nevada Power Company  
New Braunfels Utilities, TX  
New England Gas Company  
New England Water Utility Services, Inc.  
New Hampshire Gas Corporation (NH Gas)  
New Jersey American Water/371476  
New Jersey Natural Gas Company (NJR)  
New Mexico Utilities, Inc.  
Newport News Waterworks  
Nextel Communications  
Nicor Gas Transportation/632  
Nicor Gas/2020/416  
NIPSCO - Northern Indiana Public Serv Co  
North Attleborough Electric  
North Attleborough Public Works  
North Little Rock Electric  
North Shore Gas  
North State Communications  
North Wales Water Authority  
Northampton Borough Municipal Authority  
Northern Utilities Natural Gas  
Northern Virginia Electric Cooperative  
NSTAR/4508  
NW Natural

NYC Water Board  
NYSEG-New York State Electric & Gas  
O.C.W.S. Okaloosa County  
Ocala Electric Utility,FL  
Oceanic Time Warner Cable  
OCWA-Onondaga County Water Authority  
OG&E -Oklahoma Gas & Electric Service  
Ohio Edison  
Oklahoma Natural Gas Co: Oklahoma  
Olivenhain Municipal Water District-OMWD  
Ontario Water Works  
Orange and Rockland Utilities (O&R)  
Orange County Utilities  
Orlando Utilities Commission  
Orwell Natural Gas Company  
Ozarks Electric Cooperative Corporation  
Pacific Gas & Electric  
Pacific Power-Rocky Mountain Power  
Paducah Power System  
Panama City Utilities Department , FL  
Parker Water & Sanitation District  
Paulding County Water, GA  
Pearl River Valley EPA  
Peco Energy Company/37632  
Pedernales Electric Cooperative, Inc.  
Penelec/3687  
Pennichuck Water Works, Inc.  
Pennsylvania-American Water Company  
Peoples Energy/Peoples Gas  
PEPCO (Potomac Electric Power Company)  
Philadelphia Gas Works  
Piedmont Natural Gas-Nashville Gas  
Pinellas County, FL-Utilities  
PlazaMill Limited  
PNM Electric & Gas Services  
Portland General Electric (PGE)  
Portland Water District - ME  
PPL Utilities/Allentown/25222  
Prattville Water Works Board  
Progress Energy Carolinas, Inc  
Progress Energy Carolinas, Inc  
Providence Water  
PSE&G-Public Service Elec & Gas Co  
PSNC Energy (Public Service Co. of NC)  
Public Service of New Hampshire  
Public Works Comm. City of Fayetteville  
Puerto Rico Telephone  
Puget Sound Energy  
PWCSA - Prince William County Services  
Questar Gas  
Qwest  
Racine Water & Wastewater Utilities, WI



Rancho California Water District  
Regional Water Authority, CT  
Research In Motion  
RG&E - Rochester Gas & Electric  
Ritter Communications  
Riverdale City Corporation  
Riverside Public Utilities, CA  
Roanoke Gas Company  
Rocky Mount Public Utilities  
Sacramento County Utilities  
Sacramento Municipal Utility District  
Saddleback Communications  
Saint Paul Regional Water Services  
Salt Lake City Corporation  
San Angelo Water Utilities  
San Antonio Water System  
San Diego Gas & Electric  
San Jose Water Company  
Santa Buckley Energy  
Santa Cruz Municipal Utilities  
Santa Margarita Water District-SMWD  
Santee Cooper  
Sarasota County Environmental Services  
Sawnee EMC  
SCE&G-South Carolina Electric & Gas  
Sebring Gas System Inc.  
Second Taxing District Water Department  
Semco Energy Gas Company  
Semptra Energy Solutions  
SFPUC-Water Department, CA  
Shelby Township Dept of Public Works  
Sierra Pacific Power Company-NV  
Silverdale Water District # 16  
Simplenet  
Skytel  
SMECO (Southern Maryland Electric Coop)  
Snapping Shoals EMC  
Snohomish County PUD  
South Bend Water Works  
South Central Power CO, OH  
South Jersey Gas Company  
South Louisiana Electric Cooperative  
Southern California Edison  
Southern California Gas (The Gas Co.)  
Southwest Gas Corporation  
Southwestern VA Gas Company  
Spartanburg Water System  
Spectrum Utilities Solutions  
Spokane County Utilities  
Spokane County Water Dist #3  
Spring Hill Water Works, TN  
Springfield Utility Board

Springfield Water & Sewer Commission  
Sprint  
SRP -Salt River Project  
St. Lucie West Services District  
Suburban East Salem Water District  
Suburban Natural Gas  
Suddenlink  
Suez Energy Resources NA  
Suffolk County Water Authority - NY  
Summit Township Water Authority  
Sumter Electric Cooperative, Inc.,FL  
Surewest  
Sweetwater Authority  
T Mobile  
Tacoma Public Utilities  
Taunton Municipal Lighting Plant (TMLP)  
TDS Telecom  
Teco Tampa Electric Company  
Tennessee-American Water Company  
Terrebonne Parish Consolidated Govt.  
Texas Gas Service  
The Illuminating Company  
The Metropolitan District CT  
The Torrington Water Company  
Thoroughbred Village  
Toledo Edison / 3638  
Tombigbee Electric Power Assoc-Tupelo  
Town of Apex, NC  
Town of Aurelius - Water & Sewer, NY  
Town of Burlington, MA  
Town of Cary, NC  
Town of Collierville, TN  
Town of Cortlandt, NY  
Town of Danvers, MA-Electric Division  
Town of Dartmouth, MA  
Town of Foxborough, MA  
Town of Gilbert, AZ  
Town of Hanover, MA-Tax Collector  
Town of Manchester, CT  
Town of Natick, MA  
Town of Plymouth, MA  
Town of Queen Creek Water, AZ  
Town of Salem, NH  
Town of Schererville, IN  
Town of Vestal, NY - Utility Fund  
Town of Victor, NY  
Town of Wallkill, NY  
Township of Freehold, NJ  
Township of Livingston, NJ  
Township of Roxbury, NJ  
Township of Wayne, NJ  
TPS

Tri-County Electric Cooperative/TX  
Trinsic Spectrum Business  
Truckee Meadows Water Authority, NV  
Trumbull County Water & Sewer Dept.  
Trussville Utilities Board, AL  
Tucows Com  
Tucson Electric Power Company  
Tupelo Water & Light Dept  
Turlock Irrigation District  
TXU Energy/100001  
Tydex Inc./TX  
UGI Energy Services, Inc.  
UGI Penn Natural Gas  
United Illuminating Company  
United Power  
United Water Idaho  
United Water New Jersey/Harrington Park  
United Water Pennsylvania  
Unitil Concord Electric Company/2013  
USA Mobility  
UTE Water Conservancy District  
Utilities Inc. of Louisiana  
Utility Billing Services-AR  
Utility Payment Processing, Baton Rouge  
Valencia Water Company,CA  
VCCDD Utility  
Vectren Energy Delivery/North 6248  
Verizon (BA)  
Verizon (GTE)  
Verizon Online  
Verizon Wireless  
Vermont Gas Systems, Inc.  
Village of Algonquin, IL  
Village of Arlington Heights, IL  
Village of Bedford Park, IL  
Village of Bloomingdale, IL  
Village of Downers Grove, IL  
Village of Elmwood Park, IL  
Village of Gurnee, IL  
Village of Matteson, IL  
Village of Niles, IL  
Village of Norridge, IL  
Village of Nyack Water Dept., NY  
Village of Schaumburg, IL  
Village of Wellington, FL  
Virginia Natural Gas  
Vista Irrigation District  
Walnut Valley Water District  
Walton EMC PO Box 1347/260  
Warrington Township Water & Sewer Dept.  
Washington Gas/9001036  
Washington Suburban Sanitary Commission

Water Gas & Light Commission  
Water Revenue Bureau, PA  
WaterOne  
WE Energies/Wisconsin Electric/Gas  
West View Water Authority  
West Virginia-American Water Company  
Westar Energy/KPL  
Western Allegheny County MUA  
Western Massachusetts Electric/2959/2962  
Westminster Finance - CO  
Wilkinsburg-Penn Joint Water Authority  
Williston Water Department  
Willmut Gas Company  
Windstream  
Wisconsin Public Service Corp  
Withlacoochee River Electric Cooperative  
Wright-Hennepin Coop Electric  
Xcel Energy:Southwestern Public Service  
Yankee Gas Services  
Youngstown Water Dept., OH

**Significant Real Property Leases (Landlords)**

Benderson Development Co  
Cardinal Capital Partners  
Circuit Investors #2 Ltd  
Developers Diversified Realty Corp  
Forest City Ratner Co  
Immobilien Verwaltung Gmbh  
Inland American Retail Management  
Kamin Realty Co  
Kimco Realty Corp  
Lucknow Associates  
New Plan Excel Realty Trust  
One Liberty Properties  
Red Mountain Retail Group  
Saunders Hotel Group  
Simon Property Group  
Terra Enterprises  
Vornado Realty Trust  
Weingarten Realty Investors  
Wilmington Trust Co

## Rejected Real Property Leases (Landlords)

120 ORCHARD LLC
44 North Properties, LLC
5035 Associates, L.P.
Alliance - Rocky Mount, L.L.C.
Almonesson Associates, L.P.
AR Investments, L.P.
Barbara L. Goldsmith
BARD, ERVIN & SUZANNE BARD
Bc Portland Partners, Inc.
BOND C.C. IV DELAWARE BUSINESS TRUST
BPP-MUNCY L.L.C.
Bpp-Wb, L.L.C.
BY-PASS DEVELOPMENT COMPANY LLC
Carrollton Arms
CC - INVESTORS 1996-1
CC - Investors 1996-17
Cc Colonial Trust
CC EAST LANSING 98, L.L.C.
CC FT. SMITH INVESTORS 1998, LLC
CC GREEN BAY 98, LLC
CC HARPER WOODS 98, LLC
Cc Indianapolis, LLC
CC INVESTORS 1995-3
Cc Jackson 98 LLC
Cci Trust 1994-I; Lloyd Draper - Trustee
Cci Trust 1994-I; Lloyd Draper - Trustee
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
Cc-Investors 1997-2
CHALEK COMPANY LLC
Charlotte (Archdale) Uy LLC
Chehalis Hawaii Partners, LLC
Circuit Distribution - Illinois
Circuit IL Corporation
Circuit Investors #2 Ltd.
Circuit Investors #2 Ltd.
CIRCUIT OKLA PROPERTY INVESTOR
Circuit Tax Property Investors L.P.
CK RICHMOND BUSINESS SERVICES #2, L.L.C.
CLAY TERRACE PARTNERS, LLC
Cole Cc Kennesaw GA, LLC
DANIEL G. KAMIN ELMWOOD PARK LLC
DDR Highland Grove LLC
DDRTC MCFARLAND PLAZA LLC
Ddrtc McFarland Plaza, LLC
Developers Diversified Realty Corporation
DMC Properties, Inc.
DRURY LAND DEVELOPMENT, INC.
E&A NORTHEAST LIMITED PARTNERSHIP
Fairfax Court Lp
Feil, DbA - F&M Properties, Louis

FOGG-SNOWVILLE, L.L.C.
GALILEO CMBS T2 NC LP
GALLERIA PLAZA, LTD.
Greater Orlando Aviation Auth.
GUNNING INVESTMENTS, LLC
Harold and Lucille Chaffee Trust
Hayden Meadows Jv
Hkk Investments
Hollingsworth Capital Partners - Intermodal, LLC
HRI/LUTHERVILLE STATION, LLC
Inland Us Management, LLC
Kc Benjamin Realty LLC
Kimco PkLLC
KIR ARBORETUM CROSSING L.P.
Kolo Enterprises
Kroustalis Investments
Leben, Robert L. & Mary C.
LESTER DEVELOPMENT CORPORATION
Lexington Lion Weston I LP
MELVILLE WALTON HONE TRUSTEE OF HONE FAMILY
MID-AMERICA ASSET MANAGEMENT
Millstein Industries,LLC
Montevideo Investments, LLC
MONTGOMERY TOWNE CENTER STATION, INC
MR KEENE MILL 1 LLC
Oates, Marvin L.
Olp 6609 Grand LLC
Pacific Castle Groves LLC
Paige Exchange Corp.
Parkdale Village LP
Point West Investors II
PR BEAVER VALLEY L.P.
Provo Group, The, As Agent For
Remount Road Associates, L.P.
RIVERGATE STATION SHOPPING CENTER LP
RREEF AMERICA REIT II CORP VVV
Rvip Valley Central LP
SCC SAN ANGELO PARTNERS, LTD
Silverstein - Trustee, Raymond
Sonnet Investments, LLC
SOUTH SHIELDS #1 LTD.
Southland Investors, L.P.
Southwind Ltd.
SPG TENNESSEE, L.P.
STATION LANDING, LLC
STOP & SHOP SUPERMARKET COMPANY, LLC
Sullivan Crosby Trust
Tam Stockton, LLC
TEPLIS, NATHAN; DR. PAUL TEPLIS; MRS. BELLE TEPLIS; FRANK &
URBANCAL OAKLAND II LLC
WATER TOWER SQUARE, L.P.

Watkins Houston Investments, L.P.
WAYSIDE COMMONS INVESTORS LLC
WEC 96D Niles Investment
WEC 97G-Syracuse Investment Trust
WHITESTONE REIT



### Other Real Property Leases (Landlords)

1030 W. NORTH AVENUE BLDG., LLC
120 ORCHARD LLC
1251 FOURTH STREET INVESTORS, LLC
13630 VICTORY BOULEVARD LLC
1890 RANCH, LTD
1965 RETAIL LLC
19TH STREET INVESTORS, INC.
36 MONMOUTH PLAZA LLC
3725 AIRPORT BOULEVARD, LP
380 TOWNE CROSSING, LP
4 NEWBURY DANVERS LLC
44 NORTH PROPERTIES, LLC
444 CONNECTICUT AVENUE LLC
502-12 86TH STREET, LLC
5035 ASSOCIATES, L.P.
601 PLAZA, L.L.C.
610 & SAN FELIPE, INC.
680 S. LEMON AVENUE COMPANY LLC
700 JEFFERSON ROAD II, LLC
A.D.D. HOLDINGS, L.P.
AAC CROSS COUNTY LEASEHOLD OWNER, LLC
ABERCORN COMMON, LLLP
ABRAMS WILLOWBROOK THREE LP
ACADIA REALTY LIMITED PARTNERSHIP
ACCENT HOMES, INC
ACPG MANAGEMENT, LLC
ADVANCE REAL ESTATE MANAGEMENT, LLC
AGREE LIMITED PARTNERSHIP
AIG BAKER DEPTFORD, L.L.C.
AIG BAKER HOOVER, L.L.C.
ALAMEDA ASSOCIATES
ALEXANDER'S OF REGO PARK CENTER, INC.
ALEXANDRIA MAIN MALL LLC
ALLIANCE - ROCKY MOUNT, L.L.C.
ALMADEN PLAZA SHOPPING CENTER, INC.
ALMEDA-ROWLETT RETAIL LP
ALMONESSON ASSOCIATES, L.P.
ALTAMONTE SPRINGS REAL ESTATE ASSOCIATES, LLC
AMARGOSA PALMDALE INVESTMENTS, LLC
AMB PROPERTY, L.P.
AMCAP ARBORLAND LLC
AMCAP NORTHPOINT LLC
AMERICAN NATIONAL BANK & TRUST COMPANY OF CHICAGO
AMERICAN NATIONAL INSURANCE COMPANY
AMHERST INDUSTRIES, INC.
AMLI LAND DEVELOPMENT- I, L.P.
AMMON PROPERTIES LC
AMREIT, TEXAS REAL ESTATE INVESTMENT TRUST
AR INVESTMENTS, L.P.

ARBORETUM OF SOUTH BARRINGTON LLC
ARDMORE DEVELOPMENT AUTHORITY
ARGYLE FOREST RETAIL I, LLC
ARHO LIMITED PARTNERSHIP
ARROWHEAD NET LEASE, LP
ARUNDEL MILLS MARKETPLACE LIMITED PARTNERSHIP
ATLANTIC CENTER FORT GREENE ASSOCIATES, L.P.
AVENUE FORSYTH LLC
AVR CPC ASSOCIATES, LLC
AWE-OCALA, LTD.
BAINBRIDGE SHOPPING CENTER II LLC
BAKER NATICK PROMENADE LLC
BARBARA L. GOLDSMITH
BARBERIO, JANET
BARD, ERVIN & SUZANNE BARD
BARD, ERVIN & SUZANNE BARD
BARNES AND POWERS NORTH LLC
BASILE LIMITED LIABILITY COMPANY
BASSER - KAUFMAN 222, LLC
BASSER-KAUFMAN INC.
BATTLEFIELD FE LIMITED PARTNERSHIP
BBD ROSEDALE, LLC
BB-LINCOLN-US-PROPERTIES, L.P.
BC PORTLAND PARTNERS, INC.
BEAR VALLEY ROAD PARTNERS LLC & MLANTZ LLC
BECKER INVESTMENT COMPANY
BECKER TRUST, LLC
BEDFORD PARK PROPERTIES, L.L.C.
BEL AIR SQUARE LLC
BELLA TERRA ASSOCIATES LLC
BENDERSON PROPERTIES & DONALD ROBINSON
BENDERSON PROPERTIES INC/WRI ASSOCIATES LTD
BENENSON COLUMBUS - OH TRUST
BERKSHIRE WEST
BERKSHIRE-AMHERST, LLC
BERKSHIRE-HYANNIS, LLC
BFLO-WATERFORD ASSOCIATES, LLC
BFW/PIKE ASSOCIATES, LLC
BG WALKER, LLC
BK PROPERTIES LP
BLANK ASCHKENASY PROPERTIES, LLC
BLDG RETAIL 2007 LLC & NETARC LLC
BL-NTV I, LLC
BOISE TOWNE PLAZA LLC
BOND C. C. V DELAWARE BUSINESS TRUST
BOND C.C. II DELAWARE BUSINESS TRUST
BOND C.C. III DELAWARE BUSINESS TRUST
BOND C.C. IV DELAWARE BUSINESS TRUST
BOND-CIRCUIT II DELAWARE BUSINESS TRUST
BOND-CIRCUIT IV DELAWARE BUSINESS TRUST
BOND-CIRCUIT IX DELAWARE BUSINESS TRUST

BOND-CIRCUIT V DELAWARE BUSINESS TRUST
BOND-CIRCUIT VIII DELAWARE BUSINESS TRUST
BOND-CIRCUIT X DELAWARE BUSINESS TRUST
BOND-CIRCUIT XI DELAWARE BUSINESS TRUST
BOULEVARD ASSOCIATES
BOULEVARD NORTH ASSOCIATES, L.P.
BOYER LAKE POINTE, LC
BPP-CONN LLC
BPP-MUNCY L.L.C.
BPP-NY L.L.C.
BPP-OH LLC
BPP-REDDING LLC
BPP-SC LLC
BPP-VA, L.L.C.
BPP-WB, L.L.C.
BRANDYWINE GRANDE C, LP
BRE/LOUIS JOLIET, LLC
BRIANTREE PROPERTY ASSOC LIMITED PARTNERSHIP
BRICK 70, LLC
BRIGHTON COMMERCIAL, LLC
BROADACRE SOUTH LLC
BROADSTONE CROSSING LLC
BT BLOOMINGTON LLC
BURBANK MALL ASSOCIATES, LLC
BY-PASS DEVELOPMENT COMPANY LLC
C.C. HAMBURG NY PARTNERS, LLC
C.J.M. MANAGEMENT COMPANY
CA NEW PLAN ASSET PARTNERSHIP IV, LLP
CAFARO GOVERNORS SQUARE PARTNERSHIP
CAMELBACK CENTER PROPERTIES
CAMERON GROUP ASSOCIATES, LLP
CAMPBELL PROPERTIES L.P.
CAP BRUNSWICK, LLC
CAPARRA CENTER ASSOCIATES, S.E.
CAPITAL CENTRE, LLC
CARDINAL COURT, LLC
CARLYLE-CYPRESS TUSCALOOSA I, LLC
CAROUSEL CENTER COMPANY, L.P.
CARRIAGE CROSSING MARKET PLACE, LLC
CARROLLTON ARMS
CATELLUS DEVELOPMENT CORPORATION
CATELLUS OPERATING LP
CBC - WILBUR PROPERTIES
CBL TERRACE LIMITED PARTNERSHIP
CC - INVESTORS 1995-6
CC - INVESTORS 1996-1
CC - INVESTORS 1996-12
CC - INVESTORS 1996-17
CC - INVESTORS 1996-3
CC BRANDYWINE INVESTORS 1998, LLC
CC COLONIAL TRUST

CC COUNTRYSIDE 98 LLC
CC EAST LANSING 98, L.L.C.
CC FREDERICK 98, L.L.C.
CC FT. SMITH INVESTORS 1998, LLC
CC GRAND JUNCTION INVESTORS 1998, LLC
CC GREEN BAY 98, LLC
CC HARPER WOODS 98, LLC
CC INDEPENDENCE, LLC
CC INDIANAPOLIS 98, L.L.C.
CC INVESTORS 1995-1
CC INVESTORS 1995-2
CC INVESTORS 1995-3
CC INVESTORS 1995-5
CC INVESTORS 1996-10
CC INVESTORS 1996-14
CC JACKSON 98 LLC
CC KINGSPORT 98, LLC
CC LA QUINTA LLC
CC LAFAYETTE, LLC
CC MADISON, LLC
CC MERRILLVILLE TRUST
CC PHILADELPHIA 98, L.L.C.
CC RIDGELAND 98 L.L.C.
CC ROSEVILLE, LLC
CC SPRINGS, LLC
CC WICHITA FALLS 98 TRUST
CCC REALTY, LLC
CCDC MARION PORTFOLIO, L.P.
CCI LOUISIANA TRUST
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CCI TRUST 1994-I; LLOYD DRAPER - TRUSTEE
CC-INVESTORS 1996-6
CC-INVESTORS 1996-7
CC-INVESTORS 1997-10
CC-INVESTORS 1997-12
CC-INVESTORS 1997-2
CC-INVESTORS 1997-3
CC-INVESTORS 1997-4
CC-VIRGINIA BEACH, LLC
CDB FALCON SUNLAND PLAZA LP
CEDAR DEVELOPMENT, LTD
CENTENNIAL HOLDINGS LLC
CENTRAL INVESTMENTS, LLC
CENTRAL PARK 1226, LLC
CENTRAL PARK PROPERTY OWNERS ASSOCIATION
CENTRO BRADLEY SPE 7 LLC
CENTRO HERITAGE COUNTY LINE LLC

CENTRO HERITAGE INNES STREET LLC
CENTRO HERITAGE UC GREENVILLE LLC
CENTRO PROPERTIES GROUP
CENTRO WATT
CENTRO WATT OPERATING PARTNERSHIP 2, LLC
CENTRO WATT PROPERTY OWNER I, LLC
CENTURY PLAZA DEVELOPMENT CORPORATION
CERMAK PLAZA ASSOCIATES, LLC
CFH REALTY III/SUNSET VALLEY LP
CHALEK COMPANY LLC
CHAMBERSBURG CROSSING, LP
CHANDLER GATEWAY PARTNERS, LLC
CHAPEL HILLS - WEST LLC
CHAPMAN AND MAIN CENTER
CHARBONNET FAMILY LTD ET ALS, THE
CHARLOTTE (ARCHDALE) UY, LLC
CHEHALIS HAWAII PARTNERS, LLC
CHICO CROSSROADS LP
CHINO SOUTH RETAIL PG LLC
CHK, LLC
CIM/BIRCH ST., INC.
CIRCUIT DISTRIBUTION - ILLINOIS
CIRCUIT IL CORPORATION
CIRCUIT INVESTORS - FAIRFIELD, L.P.
CIRCUIT INVESTORS - VERNON HILLS, L.P.
CIRCUIT INVESTORS - YORKTOWN, L.P.
CIRCUIT INVESTORS #2 LTD.
CIRCUIT INVESTORS #2 LTD.
CIRCUIT INVESTORS #2 LTD.
CIRCUIT INVESTORS #2 LTD.
CIRCUIT INVESTORS #2 LTD.
CIRCUIT INVESTORS #2 LTD.
CIRCUIT INVESTORS #3, L.P.
CIRCUIT INVESTORS #4 - THOUSAND OAKS, LP
CIRCUIT OKLA PROPERTY INVESTOR
CIRCUIT PA CORPORATION
CIRCUIT SPORTS, L.P.
CIRCUIT TEX PROPERTY INVESTORS L.P.
CIRCUITVILLE LLC
CITRUS PARK CC LLC
CITY VIEW CENTER, LLC
CK RICHMOND BUSINESS SERVICES #2, L.L.C.
CLAIREMONT SQUARE
CLAY TERRACE PARTNERS, LLC
CLEVELAND TOWNE CENTER LLC
COASTAL WAY, LLC
COBB CORNERS II, L. P.
COFAL PARTNERS, L.P.
COHAB REALTY LLC
COLDWATER DEVELOPMENT, L.L.C
COLE CC AURORA CO, LLC
COLE CC GROVELAND FL, LLC

COLE CC KENNESAW GA, LLC
COLE CC MESQUITE TX, LLC
COLE CC TAUNTON MA, LLC
COLONIAL HEIGHTS HOLDING, LLC
COLONIAL HEIGHTS LAND ASSOCIATION
COLONIAL SQUARE ASSOCIATES, LLC
COLONNADE, LLC
COLONY PLACE PLAZA, LLC
COLUMBIA PLAZA SHOPPING CENTER VENTURE
COMMUNITY CENTERS ONE LLC
COMPTON COMMERCIAL REDEVELOPMENT COMPANY
CONCAR ENTERPRISES, INC.
CONCORD MILLS LIMITED PARTNERSHIP
CONDAN ENTERPRISES, L.L.C.
CONGRESSIONAL NORTH ASSOCIATES LIMITED PARTNERSHIP
CONTINENTAL 45 FUND LLC.
CONTINENTAL 64 FUND LLC
CORTLANDT B., L.L.C.
COSMO-EASTGATE, LTD
COTTONWOOD PHASE V LLC
COVENTRY II DDR BUENA PARK PLACE LP
COVENTRY II DDR MERRIAM VILLAGE LLC
COVINGTON LANSING ACQUISITION LLC
CP VENTURE TWO LLC
CP VENTURE TWO LLC
CRAIG-CLARKSVILLE TENNESSEE, LLC
CROSSPOINTE 08 A LLC
CROSSWAYS FINANCIAL ASSOCIATES, LLC
CROWN CC 1, LLC
CT RETAIL PROPERTIES FINANCE V LLC
CYPRESS/SPANISH FORT I, L.P.
DALY CITY PARTNERS I LP
DANIEL G. KAMIN BATON ROUGE LLC
DANIEL G. KAMIN BURLINGTON LLC
DANIEL G. KAMIN ELMWOOD PARK LLC
DANIEL G. KAMIN FLINT, LLC
DANIEL G. KAMIN MCALLEN LLC
DANIEL G. KAMIN, AN INDIVIDUAL AND HOWARD KADISH, LLC
DARTMOUTH MARKETPLACE ASSOCIATES
DAYTON HUDSON CORPORATION ("TARGET")
DDR SOUTHEAST LOISDALE, LLC
DDR CROSSROADS CENTER LLC
DDR FAMILY CENTERS LP
DDR HIGHLAND GROVE LLC
DDR HOMESTEAD LLC
DDR HORSEHEADS LLC
DDR MDT ASHEVILLE RIVER HILLS
DDR MDT FAIRFAX TOWNE CENTER LLC
DDR MDT GRANDVILLE MARKETPLACE LLC

DDR MDT MONACA TOWNSHIP MARKETPLACE LLC
DDR MDT UNION CONSUMER SQUARE, LLC
DDR MIAMI AVE LLC
DDR NORTE LLC, S.E.
DDR SOUTHEAST CARY L.L.C.
DDR SOUTHEAST CORTEZ, L.L.C.
DDR SOUTHEAST CULVER CITY DST
DDR SOUTHEAST DOTHAN OUTPARCEL, LLC
DDR SOUTHEAST HIGHLANDS RANCH, LLC
DDR SOUTHEAST OLYMPIA DST
DDR SOUTHEAST ROME LLC
DDR SOUTHEAST SNELLVILLE, LLC
DDR SOUTHEAST UNION, L.L.C.
DDR SOUTHEAST VERO BEACH, L.L.C.
DDR/1ST CAROLINA CROSSINGS SOUTH, LLC
DDRA ARROWHEAD CROSSING LLC
DDRM HILLTOP PLAZA LP
DDRM SKYVIEW PLAZA LLC
DDR-SAU GREENVILLE POINT, LLC
DDR-SAU WENDOVER PHASE II, LLC
DDRTC CC PLAZA LLC
DDRTC COLUMBIANA STATION I LLC
DDRTC CREEKS AT VIRGINIA CENTER LLC
DDRTC MCFARLAND PLAZA LLC
DDRTC MCFARLAND PLAZA, LLC
DDRTC NEWNAN PAVILION LLC
DDRTC SOUTHLAKE PAVILION LLC
DDRTC SYCAMORE COMMONS LLC
DDRTC T&C L.L.C.
DDRTC WALKS AT HIGHWOOD PRESERVE I LLC
DECATUR PLAZA I, LLC
DEERBROOK ANCHOR ACQUISITION LLC
DEMATTEO MANAGEMENT INC.
DENO P DIKEOU
DENTICI FAMILY LIMITED PARTNERSHIP
DERITO PAVILIONS 140 LLC
DESERT HOME COMMUNITIES OF OKLAHOMA, LLC
DEV LIMITED PARTNERSHIP
DEVELOPERS DEIVERSIFIED REALTY CORPORATION
DEVELOPERS DIVERSIFIED REALTY CORP.
DEVELOPERS DIVERSIFIED REALTY CORPORATION
DIAMOND SQUARE LLC
DICKER/WARMINGTON PROPERTIES
DICKER/WARMINGTON PROPERTIES
DICKER/WARMINGTON PROPERTIES
DICKER/WARMINGTON PROPERTIES
DIM VASTGOED, N.V.
DJD PARTNERS II
DMC PROPERTIES, INC.
DOLLINGER LOST HILLS ASSOCIATES
DONAHUE SCHRIBER REALTY GROUP, L.P
DOWEL CONSHOHOCKEN LLC

DOWEL-ALLENTOWN, LLC
DREXEL DELAWARE TRUST
DRURY LAND DEVELOPMENT, INC.
DURHAM WESTGATE PLAZA INVESTORS, LLC.
E&A NORTHEAST LIMITED PARTNERSHIP
E&A NORTHEAST LIMITED PARTNERSHIP
EAGLERIDGE ASSOCIATES (PUEBLO) LLC
EAST GATE CENTER V, TENANTS IN COMMON
EASTCHASE MARKET CENTER, LLC
EASTLAND SHOPPING CENTER, LLC
EASTRIDGE SHOPPING CENTER L.L.C.
EEL MCKEE LLC
EKLECCO NEWCO LLC
ELPF SLIDELL, LLC
EMPORIUM ON LBJ OWNERS ASSOCIATION
ENCINITAS PFA, LLC
ENID TWO, L.L.C.
ERP OF MIDWAY, LLC
ESTATE OF JOSEPH Y. EINBINDER
EVANSVILLE DEVELOPERS LLC, G.B.
EVERGREEN MCDOWELL AND PEBBLE CREEK LLC
EXCEL REALTY PARTNERS, L.P.
EXCEL REALTY PARTNERS, L.P.
EXCEL WESTMINSTER MARKETPLACE, INC.
F.R.O., L.L.C. IX
FABER BROS., INC
FAIRFAX COURT LP
FAIRVIEW HEIGHTS INVESTORS, LLC
FAIRWAY CENTRE ASSOCIATES, L.P.
FARMINGDALE-GROCERY, LLC
FAYETTEVILLE DEVELOPERS LLC
FC JANES PARK, LLC
FC RICHMOND ASSOCIATES, L.P.
FC TREECO COLUMBIA PARK, LLC
FC WOODBRIDGE CROSSING, LLC
FEDERAL REALTY INVESTMENT TRUST
FEDERAL REALTY INVESTMENT TRUST
FEIL, DBA - F&M PROPERTIES, LOUIS
FGLP COMPANY
FINGERLAKES CROSSING, LLC
FIRECREEK CROSSING OF RENO LLC
FIRST BERKSHIRE PROPERTIES, LLC
FJL MVP LLC
FLINTLOCK NORTHRIDGE LLC
FOGG-SNOWVILLE, L.L.C.
FOOTHILL BUSINESS ASSOCIATION
FOOTHILL PACIFIC TOWNE CENTER
FORECAST DANBURY LIMITED PARTNERSHIP
FOREST CITY COMMERCIAL GROUP, LLC
FOURELS INVESTMENT COMPANY, THE
FR/CAL GOULDSBORO PROPERTY HOLDING L.P.
FRIEDLAND, LAWRENCE AND MELVIN



FW CA BREA MARKETPLACE LLC
G&S LIVINGSTON REALTY, INC.
GAINESVILLE OUTDOOR ADVERTISING, INC.
GALILEO APOLLO II SUB, LLC
GALILEO CMBS T2 NC LP
GALILEO FRESHWATER/STATELINE, LLC
GALILEO NORTHEAST, LLC
GALLERIA PARTNERSHIP
GALLERIA PLAZA, LTD.
GARDEN CITY CENTER
GATEWAY CENTER PROPERTIES III, LLC
GATEWAY COMPANY LLC
GATEWAY WOODSIDE, INC.
GC ACQUISITION CORPORATION
GEENEN DEKOCK PROPERTIES, L.L.C.
GENERATION H ONE AND TWO LIMITED PARTNERSHIP
GGP MALL OF LOUISIANA, LP
GGP-STEEPLEGATE, INC.
GLADWYNE INVESTORS, L.P.
GLENMOOR LIMITED PARTNERSHIP
GMS GOLDEN VALLEY RANCH LLC
GOODMILL, LLC
GOULD LIVERMORE LLC
GRAND HUNT CENTER OEA
GRAVOIS BLUFFS III, LLC
GRE GROVE STREET ONE, LLC
GRE VISTA RIDGE LP
GREATER ORLANDO AVIATION AUTH.
GREECE RIDGE, LLC
GREELEY SHOPPING CENTER, LLC
GREEN 521 5TH AVENUE, LLC
GREEN ACRES MALL, LLC
GREENBACK ASSOCIATES
GREENWOOD POINT LP
GRI-EQY (SPARKLEBERRY SQUARE) LLC
GS ERIE LLC
GS II BROOK HIGHLAND LLC
GUNNING INVESTMENTS, LLC
HALLAIAN BROTHERS
HAMILTON CHASE SANTA MARIA LLC
HAMILTON CROSSING I L.L.C.
HAMPDEN COMMONS CONDOMINIUM ASSOCIATION
HANNON RANCHES LTD
HANSON INDUSTRIES, INC.
HAROLD AND LUCILLE CHAFFEE TRUST
HART KINGS CROSSING, LLC
HARTMAN 1995 OHIO PROPERTY TRUST
HARVEST/NPE LP
HAYDEN MEADOWS JV
HAYWARD 880, LLC
HERITAGE PROPERTY INVESTMENT LP

HERITAGE-LAKES CROSSING, LLC
HICKORY HOLLOW DEVELOPMENT INC.
HICKORY RIDGE PAVILION LLC
HIGHLANDS RANCH COMMUNITY ASSOCIATION
HIP STEPHANIE, LLC
HK NEW PLAN COVERED SUN, LLC
HK NEW PLAN EPR PROPERTY HOLDINGS LLC.
HK NEW PLAN EXCHANGE PROPERTY OWNER II, LP
HKK INVESTMENTS
HOLLINGSWORTH CAPITAL PARTNERS - INTERMODAL, LLC
HOLYOKE CROSSING LIMITED PARTNERSHIP II
HOME DEPOT U.S.A.
HOME DEPOT U.S.A., INC.
HOME DEPOT, THE
HOPROCK LIMONITE LLC
HOWLAND COMMONS PARTNERSHIP
HRI/LUTHERVILLE STATION, LLC
HUDSON REALTY TRUST, HERSOM REALTY TRUST
LORIMAR REALTY TRUS
HUNTINGTON MALL COMPANY
HV COVINGTON, LLC
HWR KENNESAW, LLC
I-10/BUNKER HILL ASSOCIATES, L.P.
I-93 SOMERVILLE LLC
IANNUCCI DEVELOPMENT CORPORATION
INDIAN RIVER MALL
INLAND AMERICAN CHESAPEAKE CROSSROADS LLC
INLAND AMERICAN OKLAHOMA CITY PENN, LLC
INLAND COMMERCIAL PROPERTY MANAGEMENT, INC.
INLAND US MANAGEMENT, LLC
INLAND US MANAGEMENT, LLC
INLAND WESTERN AUSTIN SOUTHPARK MEADOWS II LTD PARTNERSHIP
INLAND WESTERN CEDAR HILL PLEASANT RUN LP
INLAND WESTERN COLLEGE STATION GATEWAY II, LP
INLAND WESTERN COLUMBUS CLIFTY, LLC
INLAND WESTERN HOUMA MAGNOLIA, LLC
INLAND WESTERN LAKE WORTH TOWNE CROSSING
INLAND WESTERN LEWISVILLE LAKEPOINTE LTD PTRSP
INLAND WESTERN MCDOWELL LLC
INLAND WESTERN OSWEGO GERRY CENTENNIAL, LLC
INLAND WESTERN RICHMOND MAYLAND, LLC
INLAND WESTERN SAN ANTONIO HQ LTD PARNERSHIP
INLAND WESTERN SOUTHLAKE CORNERS, LP
INLAND WESTERN SUGAR LAND COLONY LP
INLAND WESTERN TEMECULA COMMONS LLC

INLAND WESTERN WEST MIFFLIN CENTURY III DST
INTERGRATED REAL ESTATE SERVICES LLC
INTERNATIONAL SPEEDWAY SQUARE, LTD
INTERSTATE AUGUSTA PROPERTIES, LLC
INVESTORS BROKERAGE, INC.
IRISH HILLS PLAZA WEST II LLC
IRVINE COMPANY LLC, THE
IRVING HARLEM VENTURE, LIMITED PARTNERSHIP
J&F ENTERPRISES
JAFFE OF WESTON II INC.
JANAF CROSSINGS, LLC
JANTZEN DYNAMIC CORPORATION
JEFFERSON MALL COMPANY II, LLC
JKCG, LLC
JOHNSON CITY CROSSING (DELAWARE)LLC
JOHNSTOWN ZAMIAS LP
JUBILEE-SPRINGDALE, LLC
JURUPA BOLINGBROOK, LLC
JWC/LOFTUS LLC
K&G/DEARBORN LLC.
KARNS REAL ESTATE HOLDINGS II, LLC
KATY MILLS MALL LIMITED PARTNERSHIP
KB COLUMBUS I-CC
KC BENJAMIN REALTY LLC
KELP - ATHENS LLC
KENDALL-77, LTD.
KENTUCKY OAKS MALL
K-GAM BROADWAY CRAYCROFT LLC
KIMCO ACADIANA 670 INC.
KIMCO ARBOR LAKES S.C., LLC
KIMCO PK LLC
KIMCO PK LLC
KIMCO REALTY CORPORATION
KIR AMARILLO L.P.
KIR ARBORETUM CROSSING L.P.
KIR AUGUSTA I 044, LLC
KIR PIERS 716 LLC
KITE CORAL SPRINGS, LLC
KNOXVILLE LEVCAL LLC
KNP INVESTMENTS
KOBRA PROPERTIES
KOLO ENTERPRISES
KRAMONT VESTAL MANAGEMENT LLC
KRG MARKET STREET VILLAGE LP
KROUSTALIS INVESTMENTS
KRUPP EQUITY LIMITED PARTNERSHIP
KSK SCOTTSDALE MALL, L.P.
L. MASON CAPITANI PROPETY & ASSET MGMT. INC
LA CIENEGA-SAWYER, LTD.
LA FRONTERA VILLAGE, L.P.
LA HABRA IMPERIAL LLC
LANDING AT ARBOR PLACE L.P., THE

LANDINGS MANAGEMENT ASSOC.
LANDMAN, DEBORAH, ELI LANDMAN, ZOLTAN
SCHWARTZ & ANNA SCHWAR
LAREDO/MDN II LIMITED PARTNERSHIP
LARRY J. RIETZ, MP, LLC
LAS VEGAS LAND AND DEVELOPMENT COMPANY LLC
LB COMMERCIAL MORTGAGE TRUST SERIES 1998 C1
LC WHITE PLAINS RETAIL, L.L.C.
LEA COMPANY
LEAGUE CITY TOWNE CENTER LTD
LEBEN, ROBERT L. & MARY C.
LESTER DEVELOPMENT CORPORATION
LEXINGTON CORPORATE PROPERTIES, INC.
LEXINGTON LION WESTON I LP
LINCOLN PLAZA ASSOCIATES, L.P.
LINDEN BUSINESS CENTER ASSOCIATION
LITTLE BRITAIN HOLDING, LLC
LOOP WEST, LLC
LOUIS JOLIET SHOPPINGTOWN L.P.
LUFKIN GKD PARTNERS, LP
M & M BERMAN ENTERPRISES
M & M BERMAN ENTERPRISES
M.I.A. BROOKHAVEN, LLC
MACERICH LAKEWOOD, LLC
MACERICH VINTAGE FAIRE, L.P.
MACY'S CENTRAL
MADISON WALDORF LLC
MAGNA TRUST COMPANY, TRUSTEE
MAIN STREET AT EXTON, L.P.
MALL AT GURNEE MILLS, LLC
MALL AT VALLE VISTA, LLC
MALL OF GEORGIA, LLC
MALLVIEW PLAZA COMPANY LIMITED
MANCO ABBOTT OEA INC
MANSFIELD SEQ 287 AND DEBBIE LTD.
MANTECA STADIUM PARK LP
MARCO PORTLAND GENERAL PARTNERSHIP
MARKET HEIGHTS, LTD
MARLTON VF, LLC
MASS ONE LLC
MAYFAIR - MDCC BUSINESS TRUST
MAYFAIR - MDCC BUSINESS TRUST
MAYFAIR - MDCC BUSINESS TRUST
MB FABYAN RANDALL PLAZA BATAVIA, LLC
MB KEENE MONADNOCK, L.L.C.
MCALISTER SQUARE PARTNERS LTD
MD-GSI ASSOCIATES, L.L.C.
MDS REALTY II, LLC
MEACHAM BUSINESS CENTER, L.L.C.
MEADOWBROOK VILLAGE LIMITED PARTNERSHIP
MELBOURNE-JCP ASSOCIATES, LTD

MELVILLE WALTON HONE TRUSTEE OF HONE FAMILY
MEMORIAL SQUARE 1031, LLC
MERIDIAN VILLAGE, LLC
METRO CENTER LLC
MEYERLAND PLAZA (DE) LLC
MHW WARNER ROBINS, LLC
MIBAREV DEVELOPMENT I LLC
MID AMERICA ASSET MGT.
MID US LLC
MID-AMERICA ASSET MANAGEMENT
MILFORD CROSSING INVESTORS LLC
MILLMAN 2000 CHARITABLE TRUST
MILLSTEIN INDUSTRIES, L.L.C.
MK KONA COMMONS LLC
MOBILE KPT LLC
MONROVIA MARKETPLACE LLC
MONTCLAIR PLAZA LLC
MONTE VISTA CROSSINGS, LLC
MONTEVIDEO INVESTMENTS, LLC
MONTGOMERY TOWNE CENTER STATION, INC
MORGAN HILL RETAIL VENTURE LP
MORRIS BETHLEHEM ASSOCIATES, L.P.
MORRISON CROSSING SHOPPING CENTER
MOUNT BERRY SQUARE LLC
MR KEENE MILL 1 LLC
MSF EASTGATE-I, LLC
MYRTLE BEACH FARMS COMPANY, INC.
NAP NORTHPOINT LLC
NATIONAL RETAIL PROPERTIES INC.
NATIONAL RETAIL PROPERTIES, INC.
NATIONAL RETAIL PROPERTIES, INC.
NATIONAL RETAIL PROPERTIES, LP
NAZARIO FAMILY PARTNERSHIP
NeCROSSGATES COMMONS NEWCO, LLC
NEVADA INVESTMENT HOLDINGS, INC.
NEW PLAN OF MEMPHIS COMMONS, LLC
NEW RIVER PROPERTIES
NMC STRATFORD LLC
NORTH ATTLEBORO MARKETPLACE II, L.L.C.
NORTH HILL CENTRE, LLC
NORTH PLAINFIELD VF LLC
NORTHCLIFF RESIDUAL PARCEL 4 LLC
NORTHERN TRUST BANK OF CALIFORNIA N.A.
NORTHWOODS L.P.
NOVOGRODER/ABILENE, LLC
NP HUNTSVILLE LIMITED LIAB CO
NP I&G CONYERS CROSSROADS, LLC
NP/SSP BAYBROOK, L.L.C.
NPP DEVELOPMENT, LLC
OAK HOLLOW MALL
OATES, MARVIN L.
OLP 6609 GRAND LLC

OLP CC FERGUSON LLC
OLP CC FLORENCE LLC
OLP CCANTIOCH LLC
OLP CCFAIRVIEW HEIGHTS, LLC
OLP CCST.LOUIS LLC
ORANGEFAIR MARKETPLACE, LLC
ORION ALLIANCE GROUP, LLC
ORLAND TOWN CENTER SHOPPING CENTER
OTR
P L MESA PAVILIONS LLC
P/A ACADIA PELHAM MANOR, LLC
PA 73 SOUTH ASSOCIATION
PACE-BRENTWOOD PARTNERS, L.L.C
PACIFIC CARMEL MOUNTAIN HOLDINGS LP
PACIFIC CASTLE GROVES LLC
PACIFIC HARBOR EQUITIES LTD LIABILITY CO
PACIFIC/YOUNGMAN-WOODLAND HILLS
PAIGE EXCHANGE CORP.
PALM SPRINGS MILE ASSOCIATES, LTD.
PALMETTO INVESTORS, LLC
PAN AM EQUITIES, INC.
PANATTONI DEVELOPMENT CO., LLC
PANATTONI DEVELOPMENT COMPANY LLC
PAPPAS GATEWAY LP
PARKDALE MALL ASSOCIATES LP
PARKDALE VILLAGE LP
PARKER BULLSEYE LLC
PARKER CENTRAL PLAZA, LTD.
PARKS AT ARLINGTON LP
PARKSIDE REALTY ASSOCIATES, L.P.
PARKWAY CENTRE EAST, LLC
PARKWAY PLAZA LLC
PARKWAY TERRACE PROPERTIES, INC.
PASKIN, MARC
PLANTATION POINT DEVELOPMENT, LLC
PLAZA AT JORDAN LANDING LLC
PLAZA LAS AMERICAS, INC
PLAZA LAS PALMAS, LLC
PLAZAMILL LIMITED PARTNERSHP
PLYMOUTH MARKETPLACE CONDOMINIUM ASSOC., INC.
POINT WEST INVESTORS II
POLARIS CIRCUIT CITY LLC
POND ROAD ASSOCIATES
PORT ARTHUR HOLDINGS III, LTD.
POTOMAC FESTIVAL II
POTOMAC RUN, LLC
PR BEAVER VALLEY L.P.
PRATTCENTER, LLC
PREIT SERVICES, LLC
PRGL PAXTON, L.P.
PRINCE GEORGE'S STATION RETAIL, LLC

PRINCIPAL REAL ESTATE HOLDING CO., LLC
PRISCILLA J. RIETZ, L.L.C.
PROMVENTURE L.P.
PROPERTY MANAGEMENT SUPPORT INC
PROVO GROUP, THE, AS AGENT FOR
PRU DESERT CROSSING V, LLC
PRUDENTIAL INSURANCE COMPANY OF AMERICA, THE
PUEENTE HILLS MALL LC
PURI L.L.C., SUNIL
RAMCO WEST OAKS I LLC
RAMCO-GERSHENSON PROPERTIES, LP
RANCON REALTY FUND IV SUBSIDIARY LLC
RAY MUCCI'S, INC.
RAYMOND AND MAIN RETAIL LLC
RB-3 ASSOCIATES
RD BLOOMFIELD ASSOCIATES LIMITED PARTNERSHIP
REALTY INCOME CORPORATION
REBS MUSKEGON,LLC PEIKAR MUSKEGON, LLC FARAM
MUSKEGON, LLC
RED ROSE COMMONS CONDOMINIUM ASSOCIATION
REDTREE PROPERTIES, L.P.
REGENCY CENTERS LP
REGENCY CENTERS LP
REGENCY CENTERS, L.P.
REGENCY PETALUMA LLC
REIFF & GIVERTZ TEXAS PROP LLC
REMOUNT ROAD ASSOCIATES, L.P.
RICHLAND TOWN CENTRE, LLC
RICMAC EQUITIES CORP
RIO ASSOCIATES L.P.
RITZ MOTEL COMPANY
RIVERGATE STATION SHOPPING CENTER LP
RIVERSIDE TOWNE CENTER
RJ VENTURES LLC
RLV VILLAGE PLAZA LP
RLV VISTA PLAZA LP
ROCKWALL CROSSING, LTD
ROSSITER, RONALD D. & BARBARA M.
ROSSMOOR SHOPS LLC
ROUTE 146 MILLBURY LLC
RREEF AMERICA REIT II CORP VVV
RREEF AMERICA REIT II CORP. MM
RVIP VALLEY CENTRAL LP
SACCO OF MAINE, LLC
SAFEWAY INC.
SANGERTOWN SQUARE L.L.C.
SANTA ROSA TOWN CENTER LLC
SANTAN VILLAGE PHASE 2 LLC
SAUGUS PLAZA ASSOCIATES
SAUL HOLDINGS, L.P.
SAVE MART SUPERMARKETS

SCC SAN ANGELO PARTNERS, LTD
SCHIFFMAN, TODD I.
SCOTTSDALE/101 ASSOCIATES LLC
SEA PROPERTIES I, L.L.C.
SEBRING RETAIL ASSOCIATES, L.L.C.
SEEKONK EQUITIES INC
SELIG ENTERPRISES, INC.
SHELBY TOWN CENTER I, L.L.C.
SHELBYVILLE ROAD PLAZA LLC
SHERWOOD PROPERTIES, LLC
SHOPPES AT RIVER CROSSING, LLC
SHOPPES OF BEAVERCREEK, LLC
SHORT PUMP TOWN CENTER LLC
SIERRA LAKES MARKETPLACE LLC
SIERRA NORTH ASSOCIATES LIMITED PARTNERSHIP
SIGNAL HILL GATEWAY LLC
SIGNCO INC.
SILVERDALE K-FOUR
SILVERSTEIN - TRUSTEE, RAYMOND
SIMON DEBARTOLO GROUP, L.P.
SIMON PROP. GRP (IL) LP
SIMON PROPERTY GROUP (TEXAS), L.P.
SIMON PROPERTY GROUP TEXAS LP
SIMON PROPERTY GROUP, L.P.
SIMVEST REAL ESTATE II LLC
SINAY FAMILY LLC AND TRUST
SIR BARTON PLACE, LLC
SITE A LLC
SJ COLLINS ENTERPRISES, LLC GOODMAN ENTERPRISES, LLC
SM NEWCO HATTIESBURG, LLC
SOMERVILLE SAGINAW LIMITED PARTNERSHIP
SONNET INVESTMENTS, LLC
SOUTH PADRE DRIVE L.P.
SOUTH SHIELDS #1 LTD.
SOUTHAVEN CENTER II, LLC
SOUTHLAND ACQUISITIONS, LLC
SOUTHLAND CENTER INVESTORS, LLC
SOUTHLAND INVESTORS, L.P.
SOUTHROADS, LLC
SOUTHWESTERN ALBUQUERQUE, L.P.
SOUTHWIND LTD.
SPARKS GALLERIA INVESTORS, LLC
SPG ARBOR WALK, L.P.
SPG INDEPENDENCE CENTER LLC
SPG TENNESSEE, L.P.
SPITZER FAMILY INVESTMENTS, LLC
SPRING HILL DEVELOPMENT PARTNERS GP
ST INDIAN RIDGE LLC
ST LOUIS MILLS, LP
ST. CLOUD ASSOCIATES
ST. TAMMANY OAKS SUBDIVISION ASSOCIATION LLC



STAPLETON NORTH TOWN, LLC
STAR UNIVERSAL, L.L.C.
STATION LANDING, LLC
STOP & SHOP SUPERMARKET COMPANY, LLC
STOR-ALL NEW ORLEANS, L.L.C
SUEMAR REALTY, INC
SUEMAR REALTY, INC.
SULLIVAN CROSBY TRUST
SUNRISE PLANTATION PROPERTIES LLC
SWANBLOSSOM INVESTMENTS, LP
SWEDESFORD SHOPPING CENTER ACQUISITION, LLC
SWEETWATER ASSOCIATES LIMITED PARTNERSHIP
SWQ 35/FORUM, LTD
T AND T ENTERPRISES LP
TAFT CORNERS ASSOCIATES, INC.
TAM STOCKTON, LLC
TAMARACK VILLAGE SHOPPING CENTER, L.P.
TANGLEWOOD PARK, LLC
TANURB BURNSVILLE, LP
TARGET CORPORATION
TARGET STORES
TARGET STORES
TAUBMAN AUBURN HILLS ASSOCIATES LIMITED PARTNERSHIP
TAUNTON DEPOT LLC
TAYLOR RETAIL CENTER
TEACHERS INSURANCE & ANNUITY ASSOC.OF AMER.
TEAM RETAIL WESTBANK, LTD
TEN PRYOR STREET BUILDING, LTD.
TEPLIS, NATHAN; DR. PAUL TEPLIS; MRS. BELLE TEPLIS; FRANK &
TERRANOMICS CROSSROADS ASSOCIATES
THE CAFARO NORTHWEST PARTNERSHIP
THE CITY OF PORTFOLIO TIC, LLC
THE CITY OF PORTFOLIO TIC, LLC
THE HOME DEPOT, INC.
THE IRVINE COMPANY LLC
THE MACERICH COMPANY
THE MARKETPLACE OF ROCHESTER HILLS PARCEL B LLC
THE SHOPPES AT SCHERERVILLE, LLC
THE SHOPS AT KILDEER
THE VILLAGE AT RIVERGATE LP
THF CHESTERFIELD TWO DEVELOPMENT, LLC
THF CLARKSBURG DEVELOPMENT ONE
THF HARRISONBURG CROSSINGS, LLC
THF ONC DEVELOPMENT L.L.C.
THF ST. CLAIRSVILLE PARCEL C.C. DEVELOPMENT, L.L.C.
THOROUGHbred VILLAGE GP
TIS EQUITIES IX LLC
TKG COFFEE TREE LP

TMW WELTFONDS ROLLING ACRES PLAZA
TORRANCE TOWNE CENTER ASSOCIATES, LLC
TORRINGTON TRIPLETS LLC
TOURBILLON CORPORATION
TOWER CENTER ASSOCIATES
TOWN SQUARE PLAZA
TOWSON VF LLC
TRAVERSE SQUARE COMPANY, LTD
TRC ASSOCIATES, LLC
TRIANGLE EQUITIES JUNCTION LLC
TROUT, SEGALL, DOYLE WINCHESTER PROPERTIES, LLC
TRUMBULL SHOPPING CENTER #2 LLC
TRUSTEES OF SALEM ROCKINGHAM, LLC
TSA STORES, INC.
TUP 430 COMPANY, LLC
TURNBERRY LAKES BUSINESS CENTER
TURTLE CREEK PARTNERS LLC
TUTWILER PROPERTIES LTD
TWIN PONDS DEVELOPMENT, L.L.C.
TYSONS 3, LLC
TYSONS CORNER HOLDINGS LLC
TYSONS CORNER HOLDINGS LLC
U.K. - AMERICAN PROPERTIES, INC.
U.S. 41 & I-285 COMPANY
UNCOMMON LTD.
URBANCAL OAKLAND II LLC
UTC I, LLC
VALENCIA MARKETPLACE I, LLC
VALLEY CORNERS SHOPPING CENTER LLC
VALLEY VIEW S.C., LLC
VAN NESS POST CENTER LLC
VENTURA IN MANHATTAN, INC.
VESTAR ARIZONA XXXI, LLC
VESTAR QCM LLC
VILLAGE SQUARE I
VILLAGE SQUARE I, L.P.
VILLAGE WALK RETAIL LP
VIWY, L.P.
VNO MUNDY STREET LLC
VNO TRU DALE MABRY, LLC
VORNADO CAGUAS LP
VORNADO FINANCE, L.L.C.
VORNADO GUN HILL ROAD L.L.C.
W&D - IMPERIAL NO. 1/NORWALK
W&S ASSOCIATES, L.P.
W/S STRATFORD, LLC
WACO INVESTMENT GROUP
WAL-MART STORES EAST, L.P.
WALTON HANOVER INVESTORS V, LLC
WALTON WHITNEY INVESTORS V, L.L.C.
WASHINGTON GREEN TIC

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### Rejected Subleases (Tenants)

ACADEMY ALLIANCE, LLC
AMERICAN COMPUTER DEVELOPMENT, INCORPORATED
Books A Million
DHL GLOBAL BUSINESS SERVICES
Dick's Sporting Goods, Inc.
DOLLAR TREE STORES, INC.
ENTERTAINMART-PRESTON RD, LLC
EYNON FURNITURE OUTLET, INC.
Fabri-Centers of America, Inc.
Food Lion, LLC
GE Transportation Systems
GOLFSMITH INTERNATIONAL, L.P.
Homans Associates, Inc.
Hughes MRO, LTD.
J. R. FURNITURE USA, INC.
K&G MEN'S COMPANY, INC.
La-Z-Boy Showcase Shoppes
MALL OF DECORATION, INC.
Mor Furniture For Less
MRV WANAMAKER, LC.
New Avenues Lease Ownership, LLC
NORTH SOUTH PARTNERS, LLC
Oklahoma Goodwill Industries, Inc.
PEAK PL HOLDINGS, LLC
POT LUCK ENTERPRISES, INC.
Quantum Fine Casework, Inc.
Remington Seeds, LLC
Restoration Ministries
SALOM SONS, INC.
Sam Ash Megastores, LLC
SKY BANK / THE HUNTINGTON NATIONAL BANK
TOPLINE APPLIANCE DEPOT, INC.
TOYS R US, INC.
TRADER JOE'S COMPANY
Waterbed Emporium of CA
WINCHESTER FUN EXPEDITION CORP
WIRED MANAGEMENT, LLC
Workforce Central Florida

### Other Subleases (Tenants)

\$1.00 Stuff, Inc.
Adams Outdoor Advertising
Advance Auto Parts
American Outdoor Advertising
ARC INTERNATIONAL CORP.
AutoZone Northeast, Inc.
Baby Superstore, Inc.
Blockbuster, Inc. (12327-01)
Borders, Inc.
CARMAX BUSINESS SERVICES, LLC
CASTO
CEC Entertainment, Inc. #322
Chapman & Main (Note Payment)
Charlie Brown's Steakhouse
Children's Discovery Centers of America
Circuit Sports, L.P.
Consolidated Stores Corp. dba Big Lots
Daniel and Deborah Schiavone
Dan's Big & Tall Shop, Inc.
Designs CMAL Retail Store, Inc.
Dollar General Corporation
Dollar Tree Stores, Inc.
Don Sherwood Golf, Inc.
Edwin Watts Golf Shop
Empire Education Group
EYECARE DISCOUNT OPTICAL INC.
Forecast Danbury Ltd. Partnership
GOLF GALAXY
GREAT GOLF, INC.
Guitar Center Stores, Inc.
Inkeeper Properties, Inc.
Joelle, Inc. dba International House of Pancakes
JP MORGAN CHASE BANK
Katz (Pylon Sign)
Lakeshore Equipment Co.
LifeWay Christian Resources
Maggiano's/Corner Bakery Holding Corp.
Mayland CAM
Modernage, Inc.
Mr. Paul T. Martin
New Colorado Daily, Inc.
O'Charleys, Inc. (Mayland CAM)
OK Apple, Inc.
OKLAHOMA GOLD REALTY, LLC
Orthodontic Centers of Virginia, Inc.
Pork Place dba Honey Baked Ham Co. & Café
Price Chopper Operating Co.
Prosound Music Centers, Inc.
Quarterdeck Corporate Office
Raymund Garza

Ruby Tuesday's
Salem Farm Realty Trust
Se Truong & Ly Truong
SOLO CUP COMPANY
STAPLES, THE OFFICE SUPERSTORE, INC.
The Auto Toy Store, Inc.
The Floor Store, Inc.
The Julia Christy Salon, Inc.
The Pep Boys
The Sports Authority
The TJX Operating Companies
Tire Kingdom, Inc.
Trader Joe's East, Inc.
Tru Properties, Inc.
TVI, INC.
VIACOM OUTDOOR
Visionary Retail Management
West Marine Products, Inc.

### **Significant Personal Property Leases**

Avaya Financial Services

GE Fleet Services

IBM

Hewlett Packard Company

Service Power

Toshiba

**Professionals**

FTI Consulting Inc.

Kirkland & Ellis LLP

Skadden, Arps, Slate, Meagher & Flom, LLP

McGuireWoods, LLP

Rothschild



**Potential Liquidators**

Gordon Brothers Retail Partners, LLC

Great American Group

Hilco Merchant Resources, LLC

Hudson Capital Partners, LLC

SB Capital Group, LLC

Tiger Capital Group, LLC

## **Litigation Parties**

Ada Alicea (class action)  
Altamarino (class action)  
Audiobahn  
Michael Banker (class action)  
Jamal Booker (class action)  
Davis (class action)  
Dealtree  
Michael DiPirro (class action)  
Kenneth Donnelly (class action)  
Federal Communications Commission  
Feller (class action)  
Andrew Foss  
William Harris (class action)  
Hilgenberg (class action)  
Roberty Gentry (class action)  
Betty Ibrahim (class action)  
Internal Revenue Service  
Iowa AG  
Keystone Automotive  
Kobra Properties  
Location 4500 Eastlake LA  
Location 6946 Whitney Bank  
Mad Rhino  
Paul Mantor  
Main Street At Exton, L.P.  
Massachusetts Department of Revenue  
Mastercard  
Micro Electronics  
Millennium Retail Partners  
Maria Moncayo (class action)  
Monster Cable  
Donald Moxley  
Christopher Murphy (class action)  
RealSource  
Securities and Exchange Commission  
Christopher Snow (class action)  
State of Iowa  
Floyd Edward Temple Jr. (class action)  
Tennessee Department of Revenue  
Unical  
Visa  
Clayton P. Voegtle (class action)  
Daniel Weidler (class action)

## **Banks**

American Savings

AmSouth/Regions

Banco Popular

Bank of America

Bank of America/CRP Securities, LLC

Chase

Fifth Third Bank

Fifth Third Securities, Inc.

J.P. Morgan Securities, Inc.

Lehman Brothers

Merrill Lynch Global Institutional Advisory Division

RBC Dain Rauscher

Suntrust

UBS Financial Services, Inc.

Wachovia Bank & Securities

Wells Fargo

**District Court Judges**

John F. Anderson  
Leonie M. Brinkema  
Theresa C. Buchanan  
James C. Cacheris  
Ivan D. Davis  
T.S. Ellis, III  
Claude M. Hilton  
T. Rawles Jones, Jr.  
Gerald Bruce Lee  
Liam O'Grady

**Bankruptcy Court Judges**

David H. Adams

Robert Mayer

Stephen S. Mitchell

Stephen C. St. John

Blackwell N. Shelley

Douglas O. Tice, Jr.

**US Trustee's Office Personnel**

Frank J. Bove  
Debera F. Conlon  
Martha Davis  
Dennis J. Early  
Jack I. Frankel  
Shannon D. Franklin  
W. Clarkson McDow  
Cecelia A. Weschler  
Kenneth N. Whitehurst, III  
Robert Van Arsdale